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FILED
JUL 22 1996
TALLAHASSEE, FL 32301

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C T CORPORATION SYSTEM
Requestor's Name
660 East Jefferson Street
Address
Tallahassee, Florida 32301
City State Zip Phone

9600001900258
-07/22/96--01032--002
*****70.00 *****70.00

CORPORATION(S) NAME

PRC Mel ACQ. Corp.

☒ Profit Articles

☐ NonProfit
☐ Limited Liability Company
☐ Foreign

☐ Amendment
☐ Dissolution/Withdrawal

☐ Merger
☐ Mark

☐ Limited Partnership
☐ Reinstatement
☐ Limited Liability Partnership
☐ Certified Copy

☐ Annual Report
☐ Reservation
☐ Photo Copies

☐ Other
☐ Change of R.A.
☐ Fictitious Name
☐ CUS

☐ Call When Ready
☒ Walk In
☐ Mail Out

☐ Call if Problem
☐ Will Wait

☐ After 4:30
☒ Pick Up

| |
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7/22/96

CR2E031 (1-89)

7/22/96

STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF
PRG MEL ACQ. CORP.

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96 JUL 22 PM 3:39
CLERK OF THE
SUPREME COURT
TALLAHASSEE, FLORIDA

FIRST: The corporate name that satisfies the requirements of Section 607.0401 is PRG MEL Acq. Corp.

SECOND: The street address of the initial principal office and, if different, the mailing address of the corporation is 5430 LBJ Freeway, Suite 1540, Dallas, Dallas County, Texas 75240.

THIRD: The number of shares the corporation is authorized to issue is One Thousand (1,000).

FOURTH: No stockholder of the Corporation will, solely by reason of holding shares of any class, have any preemptive or preferential right to purchase or subscribe for any shares of the Corporation, now or hereafter to be authorized, or any notes, debentures, bonds or other securities convertible into or carrying warrants, rights or options to purchase shares of any class, now or hereafter to be authorized, whether or not the issuance of any such shares or such notes, debentures, bonds or other securities would adversely affect the dividend, voting or any other rights of such stockholder. The Board of Directors may authorize the issuance of, and the Corporation may issue, shares of any class of the Corporation, or any notes, debentures, bonds or other securities convertible into or carrying warrants, rights or options to purchase any such shares, without offering any shares of any class to the existing holders of any class of stock of the Corporation.

FIFTH: To the fullest extent permitted by the laws of the State of Florida as the same exist or may hereafter be amended, a director of the Corporation will not be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. Any repeal or modification of this Article will not increase the personal liability of any director of the Corporation for any act or occurrence taking place before such repeal or modification, or adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification. The provisions of this Article Five shall not be deemed to limit or preclude indemnification of a director by the Corporation for any liability of a director that has not been eliminated by the provisions of this Article Five.

SIXTH: The street address of the initial registered office of the corporation is c/o CT CORPORATION SYSTEM, 1200 South Pine Island Road, City of Plantation, Florida 33324, and the name of its initial registered agent at such address is CT CORPORATION SYSTEM.

SEVENTH: The number of directors constituting the initial Board of Directors of the corporation is One (1), and the name and address of the person who is to serve as sole director until their successors are elected and shall qualify is:

Richard J. D'Amico
c/o Physicians Resource Group, Inc.
5430 LBJ Freeway, Suite 1540
Dallas, Texas 75240

EIGHTH: The name and address of the incorporator is:

Gwen A. Davis
c/o Physicians Resource Group, Inc.
5430 LBJ Freeway, Suite 1540
Dallas, Texas 75240

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned has executed these Articles of Incorporation this 18th day of July, 1996.


Gwen A. Davis, Incorporator

Acceptance by the Registered Agent is required in Section 607.0501(3) F.S.: CT Corporation System is familiar with and accepts the obligations provided for in Section 607.050.

Dated Aug. 19, 1996.

CT CORPORATION SYSTEM

By: 

Randy A. Shelley
(Type Name of Officer)

Special Asst. Secretary
(Title of Officer)

PHYSICIANS
RESOURCE GROUP, INC.

August 1st, 1996

VIA FEDERAL EXPRESS

Florida Department of State
Corporations Record Bureau
Division of Corporations
409 East Gaines St.
Tallahassee, Florida 32399

200001932612
-08/27/96--01067--016
*****35.00 *****35.00

RE: PRO BRE Acq. Corp.
PRO MEL Acq. Corp.

Dear Filing Department:

Please file the enclosed Articles of Dissolution for each of the above referenced companies.

Please forward evidence in the enclosed self-addressed, stamped envelopes and if you have any problems, please contact me at 214-982-8264.

Thank you in advance for your assistance.

Sincerely,

Pamela Arsenault
Legal Assistant

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF DISSOLUTION

Pursuant to 607.1401, Florida Statutes, this corporation submits the following articles of dissolution:

- FIRST:** The name of the corporation is PRG MEL Acq. Corp.
- SECOND:** The articles of incorporation were filed on 7/22/96.
- THIRD:** ☐ None of the corporation's shares have been issued.
☒ The corporation has not commenced business.
- FOURTH:** No debt of the corporation remains unpaid.
- FIFTH:** The net assets of the corporation remaining after winding up have been distributed to the shareholders, if shares were issued.
- SIXTH:** Adoption of Dissolution
- ☐ A majority of the incorporators authorized the dissolution.
- ☒ A majority of the directors authorized the dissolution.

Signed this 14th day of August, 1996.

Signature _____

Richard J. D'Amico
Richard J/D'Amico, Vice President

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TALLAHASSEE, FLORIDA