

P96000063386
TOLEY LARDNER
WEISSBURG & ARONSON
ATTORNEYS AT LAW

CHICAGO
JACKSONVILLE
LOS ANGELES
MADISON
MILWAUKEE
SACRAMENTO

POST OFFICE BOX 2193
ORLANDO, FLORIDA 32802-2193
111 NORTH ORANGE AVENUE, SUITE 1800
ORLANDO, FLORIDA 32801-2386
TELEPHONE (407) 423-7656
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SAN DIEGO
SAN FRANCISCO
TALLAHASSEE
TAMPA
WASHINGTON D.C.
WEST PALM BEACH

WRITER'S DIRECT LINE

July 24, 1996

VIA HAND DELIVERY

960000156352
-07/30/96--01009--014
***735.00 ***122.50

Department of State of Florida
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Articles of Incorporation of PRIMECARE MEDICAL GROUP OF
CENTRAL FLORIDA, INC.

Dear Sir or Madam:

Enclosed please find the Articles of Incorporation for PRIMECARE MEDICAL GROUP OF CENTRAL FLORIDA, INC., and a check in the amount of \$122.50 to cover the cost of filing the Articles (\$35.00), appointing a registered agent (\$35.00), and obtaining a certified copy of the Articles (\$52.50).

Please deliver the certified copy of the Articles to the courier making this hand delivery.
Thank you for your prompt attention to this matter.

Very truly yours,

Marian W. Schlow
Marian W. Schlow
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosures

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ESTABLISHED 1842

D. BROWN JUL 30 1996

A MEMBER OF GLOBALEX WITH MEMBER OFFICES IN BERLIN, BRUSSELS, DRESDEN, FRANKFURT, LONDON, PARIS, SINGAPORE, STUTTGART AND TAIPEI

**ARTICLES OF INCORPORATION
OF
PRIMECARE MEDICAL GROUP OF CENTRAL FLORIDA, INC.**

(a Florida corporation)

FILED
96 JUL 29 PM 4:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, acting as the incorporator of **PRIMECARE MEDICAL GROUP OF CENTRAL FLORIDA, INC** under Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I

Name

The name of the corporation is **PRIMECARE MEDICAL GROUP OF CENTRAL FLORIDA, INC**

ARTICLE II

Principal Office

The mailing address and the address of the principal office of the corporation is 3233 Palm Avenue, Hialeah, Florida 33012. The mailing address and location of the principal office shall be subject to change as may be provided in bylaws duly adopted by the corporation.

ARTICLE III

Shares

The aggregate number of shares of stock which the Corporation shall have the authority to issue is Ten Thousand (10,000) shares of Common Stock, One Cent (\$.01) par value per share, of which One Thousand (1,000) shares shall be designated "Class A Shares", and Nine Thousand (9,000) shares shall be designated "Class B Shares". At all times, Class A Shares shall collectively constitute an ownership interest of ten percent (10%) of the Corporation, regardless of the number of shares of such Class issued and outstanding; and Class B Shares shall collectively constitute an ownership interest of ninety percent (90%) of the Corporation regardless of the number of shares of such Class issued and outstanding.

Otherwise, the relative rights, privileges, and limitations of the Class A Shares and Class B Shares shall be in all respects identical, share for share, except that the voting power for the election of Directors and for all other purposes shall be vested exclusively in the

holders of the Class A Shares and, except as otherwise required by law, the holders of the Class B Shares shall not have any voting power or be entitled to receive any notice of meetings of shareholders. Distribution of either Class A Shares or Class B Shares may, in the discretion of the Board of Directors, be made to the holders of either or both classes of shares.

ARTICLE IV

Initial Registered Office and Agent

The address of the initial Registered Office of the corporation is The Greenleaf Building, Third Floor, 200 Laura Street, Jacksonville, Florida 32201-0240, and the initial Registered Agent at such address is F & L Corp.

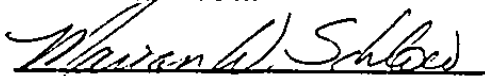
ARTICLE V

Incorporator

The name and address of the incorporator of the Corporation is Marian W. Schlow, Foley & Lardner, 111 North Orange Avenue, P.O. Box 2193 Orlando, Florida 32802-2193;

IN WITNESS WHEREOF, these Articles of Incorporation have been signed by the undersigned incorporator this 25th day of July, 1996.

INCORPORATOR:


Marian W. Schlow

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 25th day of July, 1996,
by Marian W. Schlow. Such person did not take an oath and: *(notary must check applicable
box)*

- ☒ is/are personally known to me.
- ☐ produced a current Florida driver's license as identification.
- ☐ produced _____ as identification.

{Notary Seal must be affixed}



Faye E. Coleman
Signature of Notary

FAYE E. COLEMAN

Name of Notary (Typed, Printed or Stamped)

Commission Number (if not legible on seal): _____

My Commission Expires (if not legible on seal): _____

F & L CORP.

Consent of Sole Shareholder

The following resolution is hereby adopted by the undersigned, being the sole shareholder of F & L Corp., a Wisconsin corporation ("Corporation").

RESOLVED, that the following partners of Foley & Lardner are hereby authorized to execute and deliver on behalf of the Corporation all such documents as may be required in connection with the Corporation's serving as registered agent for domestic and foreign corporations and limited partnerships in the State of Florida:

Bernard S. Kubale
Michael W. Grebe
Joseph W. Jacobs
William D. King
Mitchell W. Legler
Robert P. Marschall
David M. Rieth
John A. Sanders
Egerton K. van den Berg
Harry L. Wallace

Dated: June 1, 1993.

FOLEY & LARDNER

By: Harry L. Wallace
Harry L. Wallace,
Administrative Partner

**ACCEPTANCE OF APPOINTMENT
BY INITIAL REGISTERED AGENT**

FILED
96 JUL 29 PM 4:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, an individual resident of the State of Florida, having been named in Article IV of the foregoing Articles of Incorporation as Initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that he is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to him as Registered Agent of the corporation.

DATED, this 25th day of July, 1996.

REGISTERED AGENT:

F&L Corp

By: 

P96000063386
1-2686
FOLEY LARDNER
WEISSBURG & ARONSON
ATTORNEYS AT LAW

CHICAGO
JACKSONVILLE
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D. BROWN JUL 30 1996

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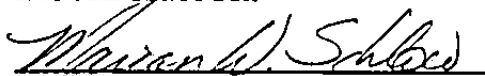
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INCORPORATOR:


Marian W. Schlow

STATE OF FLORIDA
COUNTY OF ORANGE

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by Marian W. Schlow. Such person did not take an oath and: *(Notary must check applicable
box)*

- ☒ is/are personally known to me.
- ☐ produced a current Florida driver's license as identification.
- ☐ produced _____ as identification.

{Notary Seal must be affixed}



Faye E. Coleman
Signature of Notary

FAYE E. COLEMAN

Name of Notary (Typed, Printed or Stamped)

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Dated: June 1, 1993.

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By: Harry L. Wallace
Harry L. Wallace,
Administrative Partner

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DATED, this 25th day of July, 1996.

REGISTERED AGENT:

F&L Corp

By: 