

96000067748
Brian S. Webb
Requestor's Name

2487 E. FINEWINE LANE
Address

Tallahassee FL 32308
City/State/Zip

566-8288
Phone #

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Patients First Appliance, Inc.
(Corporation Name) (Document #)

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4. _____
(Corporation Name) (Document #)

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NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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**ARTICLES OF INCORPORATION
OF**

PATIENTS FIRST APPELYARD, INC.

The undersigned Incorporator hereby files these Articles of Incorporation in order to form a Corporation under the laws of the State of Florida.

**ARTICLE I.
Name and Principal Office**

The name of this Corporation shall be **PATIENTS FIRST APPELYARD, INC.** The principal place of business and mailing address of this Corporation is 2907 Kerry Forest Parkway, Tallahassee, Florida.

**ARTICLE II.
Nature of Business**

The Corporation may engage in any activity or business permitted under the laws of the United States of America and the State of Florida.

**ARTICLE III.
Stock**

The authorized capital stock of this Corporation shall consist of 5000 shares of common stock with a par value of \$1.00 per share. The stock of the Corporation shall be issued for such consideration as may be determined by the Board of Directors but not less than par value. Shareholders may enter into agreements with the Corporation or with each other to control or restrict the transfer of stock and such agreements may take the form of options, rights,

of first refusal, buy and sell agreements, or any other lawful form of agreements.

**ARTICLE IV.
Powers**

This Corporation shall have all the corporate powers enumerated in the Florida Business Corporation Act.

**ARTICLE V.
Incorporators**

The names and street addresses of the Incorporators of this Corporation are as follows:

Thomas L. Hicks, M.D.	2907 Kerry Forest Parkway Tallahassee, Florida
R. Suzanne Morgan, M.D.	2907 Kerry Forest Parkway Tallahassee, Florida
William J. Placilla, M.D.	2907 Kerry Forest Parkway Tallahassee, Florida
Royce R. Spring, II	2907 Kerry Forest Parkway Tallahassee, Florida
Brian S. Webb	2907 Kerry Forest Parkway Tallahassee, Florida

ARTICLE VI.

Term of Corporate Existence

This Corporation shall exist perpetually unless dissolved according to law.

ARTICLE VII.
Address of Registered Office and Registered Agent

The street address of the initial Registered Office of this Corporation in the State of Florida shall be 2907 Kerry Forest Parkway, Tallahassee, Florida 32304. The name of the initial Registered Agent of the Corporation at the above address shall be Brian S. Webb. The Board of Directors may from time to time change the Registered Office to any other address in the State of Florida or change the Registered Agent.

ARTICLE VIII.
Number of Directors

This Corporation shall have no less than one Director. The number of Directors may be increased or decreased from time to time in accordance with the By-Laws adopted by the Shareholders.

ARTICLE IX.
Initial Board of Directors

The initial Board of Directors shall consist of five (5) persons. The names and street addresses of the members of the initial Board of Directors of this Corporation who shall hold office until the first annual meeting of the Shareholders and thereafter until his/her successor is elected are as follows:

Thomas L. Hicks, M.D.	2907 Kerry Forest Parkway Tallahassee, Florida
R. Suzanne Morgan, M.D.	2907 Kerry Forest Parkway Tallahassee, Florida
William J. Placilla, M.D.	2907 Kerry Forest Parkway Tallahassee, Florida

Royce R. Spring, II.

2907 Kerry Forest Parkway
Tallahassee, Florida

Brian S. Webb

2907 Kerry Forest Parkway
Tallahassee, Florida

**ARTICLE X.
Officers**

The Corporation shall have a president, a secretary and a treasurer and may have additional and assistant officers including, without limitation thereto, one or more vice-presidents, assistant secretaries and assistant treasurers. A person may hold more than one office. The names and addresses of the initial officers are as follows:

President

Brian S. Webb
2907 Kerry Forest Parkway
Tallahassee, Florida

Secretary

Thomas L. Hicks, M.D.
2907 Kerry Forest Parkway
Tallahassee, Florida

Treasurer

Royce R. Spring, II
2907 Kerry Forest Parkway
Tallahassee, Florida

**ARTICLE XI.
Transactions In Which Directors
Or Officers Are Interested**

(a) No contract or other transaction between the Corporation and one or more of its Directors or officers or between the Corporation and any other Corporation, firm, or entity in which one or more of the Corporation's Directors or officers are Directors or officers or have a financial interest shall be void or voidable

solely because of such relationship or interest or solely because such Director or Directors or officer or officers is present at or participates in the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction or solely because his or their votes are counted for such purpose, if:

(1) The fact of such relationship or interest is disclosed or known to the Board of Directors or the committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Director or Directors; or

(2) The fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote thereon and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

(3) The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board of Directors, a committee thereof, or the Shareholders.

(b) Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof which authorizes, approves, or ratifies such contract or transaction.

ARTICLE XII. Financial Information

The Corporation shall not be required to prepare and provide a balance sheet and a profit and loss statement to its Share-

holders. Nor shall the Corporation be required to file a balance sheet or profit and loss statement in its registered office. This provision shall be deemed to have been ratified by the Shareholders each year hereafter unless a resolution to the contrary has been adopted by the Shareholders.

**ARTICLE XIII.
Amendment**

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon Shareholders hereunder are granted subject to this reservation.

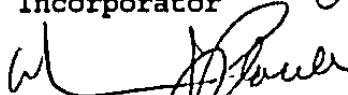
IN WITNESS WHEREOF, the undersigned, being the original subscribing Incorporator to the foregoing Articles of Incorporation, has executed these Articles of Incorporation this 14th day of August, 1996.



Thomas L. Hicks, M.D.
Incorporator



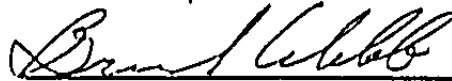
R. Suzanne Morgan, M.D.
Incorporator



William J. Placilla, M.D.
Incorporator



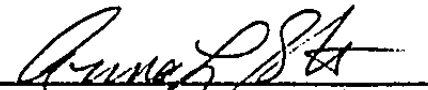
Royce R. Spring, II
Incorporator



Brian S. Webb
Incorporator

STATE OF FLORIDA
COUNTY OF LEON

The foregoing instrument was acknowledged before me this 14th
day of August, 1996, by Thomas L. Hicks, M.D., who is
personally known to me and who did not take an oath.


Signature of Notary Public

Notary Seal/Stamp:



ANNA L. STINSON
MY COMMISSION # CC466364 EXPIRES
May 23, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

STATE OF FLORIDA
COUNTY OF LEON

The foregoing instrument was acknowledged before me this 14th
day of August, 1996, by R. Suzanne Morgan, M.D., who is
personally known to me and who did not take an oath.


Signature of Notary Public


Notary Seal/Stamp:



ANNA L. STINSON
MY COMMISSION # CC466364 EXPIRES
May 23, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

STATE OF FLORIDA
COUNTY OF LEON

The foregoing instrument was acknowledged before me this 14th
day of August, 1996, by William J. Placilla, M.D., who is
personally known to me and who did not take an oath.


Signature of Notary Public

Notary Seal/Stamp:



ANNA L. STINSON
MY COMMISSION # CC466364 EXPIRES
May 23, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

STATE OF FLORIDA
COUNTY OF LEON

The foregoing instrument was acknowledged before me this 14th
day of August, 1996, by Royce R. Spring, II, who is
personally known to me and who did not take an oath.


Signature of Notary Public

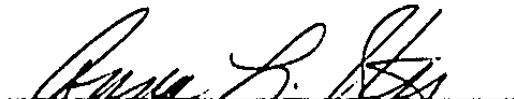
Notary Seal/Stamp:



ANNA L. STINSON
MY COMMISSION # CC468364 EXPIRES
May 23, 1999
BONDED THRU TROY TAIN INSURANCE, INC.

STATE OF FLORIDA
COUNTY OF LEON

The foregoing instrument was acknowledged before me this 14th
day of August, 1996, by Brian S. Webb, who is personally
known to me and who did not take an oath.


Signature of Notary Public

Notary Seal/Stamp:

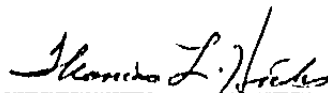


ANNA L. STINSON
MY COMMISSION # CC468364 EXPIRES
May 23, 1999
BONDED THRU TROY TAIN INSURANCE, INC.

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

In compliance with Florida Statutes, Sections 48.091 and 607.0501, the following is submitted:

PATIENTS FIRST APLEYARD, INC. desiring to organize as a corporation under the laws of the state of Florida, has designated 2907 Kerry Forest Parkway, Tallahassee, Florida 32304, as its initial registered office and has named Brian S. Webb, located at said address, as its initial Registered Agent.



Thomas L. Hicks, M.D.

Incorporator

Date: 8/14, 1996



R. Suzanne Morgan, M.D.

Incorporator

Date: 8/14, 1996



William J. Placilla, M.D.

Incorporator

Date: 8/14, 1996



Royce R. Spring, II

Incorporator


Date: 8/14, 1996



Brian S. Webb
Incorporator

Date: _____, 1996

Having been named Registered Agent and to accept service of process for the above-stated corporation at the place designated in this certificate, the undersigned hereby accepts said appointment and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties and is familiar with and accepts the obligations of his position as Registered Agent.



BRIAN S. WEBB
Registered Agent

Date: _____, 1996

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