

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
904-222-9171

800-344-8086

P96000072114



PROFESSIONAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 066427 81414A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : August 27, 1996

ORDER TIME : 9:40 AM

EFFECTIVE DATE
8.21.96

ORDER NO. : 066427

CUSTOMER NO: 81414A

CUSTOMER: Ms. Sarah L. Ayers
RUMPH STODDARD CHRISTIAN

Suite 101, 3100 Building
3100 University Boulevard S.
Jacksonville, FL 32216

RECEIVED
95 AUG 28 11 05 55
DIVISION OF CORPORATION

500001934495
-08/28/96--01056--016
*****70.00 *****70.00

DOMESTIC FILING

NAME: MERRILL FAMILY HEALTH CARE,
P.A.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX WITNESS STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cindy Helentjaris

EXAMINER'S INITIALS: _____

625.612

File Ind

Cindy Helentjaris GAVE
AUTHORIZATION BY PHONE TO
CORRECT Eff. date
DATE 8.29.96
DOC. EXAM KR

*8.29.96
KR*

ARTICLES OF INCORPORATION

OF

MERRILL FAMILY HEALTH CARE, P.A.

EFFECTIVE DATE
8-21-96

ARTICLE I

The name of this Professional Service Corporation is:
MERRILL FAMILY HEALTH CARE, P.A.

ARTICLE II

These Articles of Incorporation shall become effective on August 21, 1996. This Corporation shall have perpetual existence.

ARTICLE III

The sole and specific purpose for which this Corporation is organized is to operate and maintain an establishment and otherwise serve the convenience of its shareholders in carrying on and engaging in the practice of medicine, and to carry on any other lawful activity permitted by Chapter 621 of the Florida Statutes and not specifically precluded by any provision of Section 621.08 thereof.

ARTICLE IV

The aggregate number of shares of stock which the Corporation shall have authority to issue is One Hundred (100), consisting of one class only, designated as "common stock," and having a par value of one dollar (\$1.00), each. Each issued and outstanding share shall be entitled to one vote. The shareholders may, by Bylaw provision unanimously approved or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer or encumbrance of the stock of this Corporation as they may see fit.

ARTICLE V

No holder of the common stock shall be entitled as a matter of right to subscribe for, purchase or receive any part of any issue of additional stock or shall have any preemptive right to subscribe or purchase the same.

ARTICLE VI

The initial number of directors that the Corporation shall have shall be not less than one (1) but may be such greater number as may be elected by the shareholders from time to time in accordance with the Bylaws of the corporation. Unless otherwise provided in the Bylaws, the number of directors that the Corporation shall have shall be one (1).

ARTICLE VII

The name and post office address of the initial director, who shall hold office for the first year of existence of the corporation and until their successors are elected or appointed and have qualified, or until the earlier of their removal, resignation or death, are:

<u>Name</u>	<u>Post Office Address</u>
Ulises M. Caraballo, M.D.	9119 Merrill Road, Suite 23 Jacksonville, FL 32211

ARTICLE VIII

The name and post office address of the incorporator of this Corporation is as follows:

<u>Name</u>	<u>Post Office Address</u>
Ulises M. Caraballo, M.D.	9119 Merrill Road, Suite 23 Jacksonville, Florida 32211

ARTICLE IX

The street address of the initial registered office of this Corporation is 9119 Merrill Road, Suite 23, Jacksonville, Florida 32211 and the name of the initial registered agent of this Corporation is J. Quinton Rumph, whose address is 3100 University Boulevard S., #101, Jacksonville, Florida 32216.

ARTICLE X

All of the shareholders, directors and officers of the Corporation are required at all times to be persons licensed to practice medicine in the State of Florida. If any shareholder, director or officer of the Corporation becomes legally disqualified

to render professional or other personal services, consultation or advice within this state in connection with the practice of medicine, he shall transfer any shares in the Corporation owned by him to the Corporation or another person qualified to own such shares, as required by Section 621.10, Florida Statutes, or pursuant to such other arrangements or provisions (not inconsistent with Section 621.10) as may be provided in the Bylaws of the Corporation or any agreement between such shareholder and the Corporation. If at any time all of the shareholders of the Corporation shall cease, at any one time and for any reason, to be licensed to practice medicine in the State of Florida, the Corporation shall thereupon be deemed to be converted into and shall henceforth operate solely as a business Corporation pursuant to the provisions of Chapter 607, Florida Statutes, as amended, or its successors.

ARTICLE XI

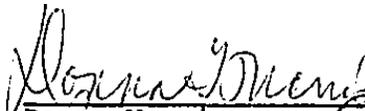
The Board of Directors is specifically authorized to make provisions for indemnification of directors, officers, employers and agents to the full extent permitted by law.

ARTICLE XII

This Corporation reserves the right to amend, alter, change or repeal any provisions contained in its Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

THE UNDERSIGNED, being the incorporator of the corporation, hereby declares and certifies that the facts herein stated are true and accordingly has hereunto set his hand and seal this 20th day of August, 1996.

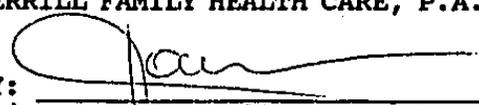
Signed, sealed and delivered
in the presence of :



Donna Morris


Sarah L. Ayers

MERRILL FAMILY HEALTH CARE, P.A.

BY: 

Ulises M. Caraballo
Incorporator

STATE OF FLORIDA)

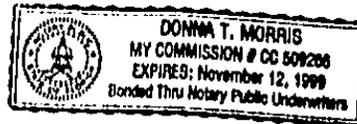
COUNTY OF DUVAL)

BE IT REMEMBERED that on this ^{20th} day of August, 1996, personally came before me, Ulises M. Caraballo, the incorporator of the foregoing Articles of Incorporation, known to me personally to be such, and acknowledged the said Articles to be his act and deed and that the facts therein stated are truly set forth.

GIVEN under my hand and seal of office the day and here aforesaid.

Donna T. Morris
Notary Public, State of
Florida at Large

My Commission Expires: _____



**CERTIFICATE NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

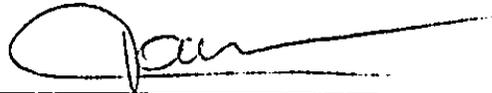
Pursuant to Section 48.091, Florida Statutes, the following is submitted:

That Merrill Family Health Care, P.A., a professional association duly organized and existing under the laws of the State of Florida, with its principal office at the City of Jacksonville, County of Duval, State of Florida, located at 9119 Merrill Road, Suite 23, Jacksonville, Florida 32211, has appointed J. Quinton Rumph, Esq., Rumph, Stoddard & Christian, 3100 University Boulevard S., #101, Jacksonville, Florida 32216, as its registered agent to accept service of process within this state.

Merrill Family Health Care, P.A.

²⁶
8-20-96

Date



By: Ulises M. Caraballo
Incorporator

ACCEPTANCE

Having been named to accept service of process from the above-stated Corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Florida Statutes relative to keeping open said office.

²⁶
8-20-96

Date



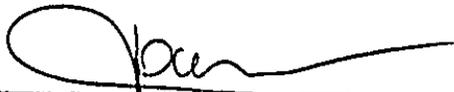
J. Quinton Rumph

AFFIDAVIT

State of Florida
County of Duval

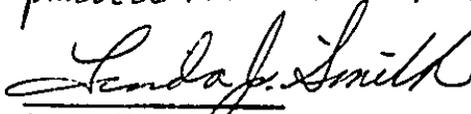
On this day before me personally appeared Ulises M. Caraballo, who being by me first duly sworn deposes and says that he was the sole stock holder of **MERRILL FAMILY HEALTH CARE, INC.**; that he has filed for dissolution of said corporation; that he says under oath that he will not revoke the dissolution and consents for the use of the name of **MERRILL FAMILY HEALTH CARE, P.A.**

Dated this 27th day of August, 1996.



Ulises M. Caraballo

Sworn to and subscribed
before me this 27th day of
August, 1996, by Ulises M. Caraballo who
produced FL Dr. Lic C614-840-53-251-0 AS ID.



Notary Public
State of Florida, County of Duval

Commission Exp.:

 LINDA J. SMITH
COMMISSION # CC 471814
EXPIRES JUN 13, 1998
BONDED THRU
ATLANTIC BONDING CO., INC.