

P96000078588

NANCY G. FARAGE

PROFESSIONAL ASSOCIATION
ATTORNEY AT LAW

TELEPHONE: (813)221-8803
FACSIMILE: (813)224-0102

4th Floor
Tampa Theatre Building
707 North Franklin Street
Tampa, Florida 33602

POST OFFICE BOX 170087
TAMPA, FLORIDA 33687

September 18, 1996

BY FEDERAL EXPRESS

Division of Corporations
Department of State
The Capitol
Room 2002, North Monroe
Tallahassee, FL 32310-8047

Re: Medgroup Clinics, Inc.

Gentlemen:

Enclosed please find an original and one copy of the Articles of Incorporation for the above-named corporation. Please file the original Articles and return a certified copy to me.

Also enclosed is a check in the amount of \$122.50, representing the filing fee of \$35.00, certified copy fee of \$52.50, and a registered agent fee of \$35.00.

Thank you for your assistance and cooperation in this matter.

Sincerely yours,


NANCY G. FARAGE

NGF:llv
Enclosures

600001952586
-09/20/96--01031--013
*****122.50 *****122.50

FILED
96 SEP 20 AM 9:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SEP 23 1996

ARTICLES OF INCORPORATION
OF
MEDGROUP CLINICS, INC.

FILED
SEP 20 1961
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME OF CORPORATION

The name of the corporation shall be:

MEDGROUP CLINICS, INC.

ARTICLE II

NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III

CAPITAL STOCK

The maximum number of shares that this corporation is authorized to have outstanding at any one time is One Hundred (100) shares having a par value of One Dollars (\$1.00) per share.

ARTICLE IV

TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V

REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 500 North Westshore Boulevard, Suite 720, Tampa, Florida 33609, and the name of the initial registered agent of this corporation at that address is Gary Smith.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws adopted by the shareholders. The name and address of the initial director of this corporation are:

<u>Name</u>	<u>Address</u>
Gary Smith	500 North Westshore Boulevard Suite 720 Tampa, FL 33609

ARTICLE VII

SUBSCRIBERS

The name and post office address of the subscriber to these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Gary Smith	500 North Westshore Boulevard Suite 720 Tampa, FL 33609

ARTICLE VIII

BY-LAWS

The Board of Directors is authorized to adopt By-Laws, including provisions governing the issuance of stock certificates

to replace lost or destroyed stock certificates and provisions prohibiting the transfer of the stock of the corporation and of the preemptive rights to such stock, provided such By-Laws are not contrary to the laws of the State of Florida.

ARTICLE IX
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors proposed by them to the stockholders and approved at a stockholders' meeting by a majority, or such greater number as may be specified in the By-Laws, of the shares of stock entitled to vote thereon unless all the directors and the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Articles of Incorporation, this 18th day of September, 1996.



Gary Smith

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Gary Smith, who is personally known to me, who did take an oath, and who

is known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal in the State and County aforesaid this 18 day of September, 1996.

Vanessa Davila-Iversen
NOTARY PUBLIC
Print Name: Vanessa Davila-Iversen
My commission expires:



VANESSA DAVILA-IVERSEN
My Commission CC652404
Expires May, 02, 2000

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the law of the state of Florida, submits the following statement in designating the registered agent, in the state of Florida.

1. The name of the corporation is: Medgroup Clinics, Inc.

2. The name and address of the registered agent and office is:

Gary Smith

(NAME)

500 North Westshore Boulevard, Suite 720

(P.O. BOX NOT ACCEPTABLE)

Tampa, FL 33619

(CITY/STATE/ZIP)

SIGNATURE

Gary Smith

TITLE Incorporator

DATE

9/16/96

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

Gary Smith

DATE

9/16/96

REGISTERED AGENT FILING FEE: \$35.00

FILED
96 SEP 20 AM 9:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P96000078588

ARTICLES OF MERGER
Merger Sheet

.....
MERGING:

MEDGROUP CLINICS, INC., a Florida corporation, P96000078588

INTO

OXFORD MEDICAL CLINICS, INC., a Florida corporation, P95000097148

File date: December 18, 1996

Corporate Specialist: Velma Shepard