

PETERSON & MYERS, P.A.

ATTORNEYS AT LAW

J. HARDIN PETERSON, Sr. (1894-1978)
MICHAEL W. CREWS (1941-1991)

PHILIP O. ALLEN
JACK P. BRANDON
BEACH A. BROOKS, JR.
J. DAVIS CONNOR
MICHAEL S. CRAIG
ROY A. CRAIG, JR.
JACOB C. DYKHOORN
DENNIS P. JOHNSON
KEVIN C. KNOWLTON
DOUGLAS A. LOCKWOOD, III
M. CRAIG MASSEY
PETER J. MUNSON
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CORNELIUS D. MYERS, III
ROBERT E. PUTERBAUGH
ABEL A. PUTNAM
THOMAS B. PUTNAM, JR.
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ANDREA TEVES SMITH
KEITH H. WADSWORTH
KERRY M. WILSON

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WINTER HAVEN, FLORIDA 33883-7608

141 8th STREET, NW, SUITE 300
WINTER HAVEN, FLORIDA 33881
(841) 894-3380
FAX 899-8400

PLEASE REPLY TO:
Lakeland
July 29, 1996

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

8000001911688
-08/02/96--01058--002
****122.50 ****122.50

Re: William M. Hardman, M.D. P.A.

Gentlemen:

Enclosed herewith for filing please find two executed copies of Articles of Incorporation with the certificate designating resident agent attached. A check in the amount of \$122.50 is also enclosed for filing fees in this regard.

It would be appreciated if you would furnish me with a certified copy of the Articles of Incorporation and your certificate of filing same to our Lakeland office.

Thank you for your attention and consideration.

Sincerely yours,

Dennis P. Johnson

DPJ/kac
Enclosures

AUG 5 1996

789, 2284, 672

Tried several
times to
reach Mr.
Johnson

FILED
95 SEP 26 AM 11:17
TALLAHASSEE, FLORIDA

W96-16296

BSB



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 5, 1996

PETERSON & MYERS, P.A.
P. O. BOX 1079
LAKE WALES, FL 33859-1079

SUBJECT: WILLIAM M. HARDMAN, M.D., P.A.
Ref. Number: W96000016296

We have received your document for WILLIAM M. HARDMAN, M.D., P.A. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

In reviewing our records, we note there is a(n) WILLIAM M. HARDMAN, M.D., P.A., Document number H78068, in existence.

Because of the similarities between the existing corporation and the one you are now seeking to file with us, and because it is our duty to assure that all fees due this office in accordance with section 607.0130(2)(c), Florida Statutes, are collected, we are returning the articles of incorporation unfiled and must request you return the existing corporation to good standing by completing the enclosed reinstatement application and submitting it with the appropriate fees.

The fees to reinstate the corporation are as follows: \$175 reinstatement fee, \$61.25 filing fee per year for the years 10/11/1991 through the current year, \$138.75 supplemental fee for the years 1992 forward. The total fee to file the reinstatement is \$1236.25, therefore, there is a balance of \$1113.75 due. Add an additional \$8.75 for each certificate of status requested.

If you have any questions concerning the filing of your document, please call (904) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 596A00037248

PETERSON & MYERS, P.A.

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PLEASE REPLY TO:

Lakeland
September 19, 1996

Brenda Baker
Corporate Specialist
Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

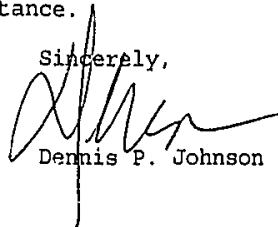
RE: Incorporation of William M. Hardman, M.D., P.A.
Your ref. number W96000016296

Dear Ms. Baker:

I received your correspondence of August 5, 1996, and since that date I have spoken with one of your supervisors and advised them that this is new corporation and has nothing to do with the corporation that was previously in existence. Based on that, it is my understanding that the Secretary of State will file these Articles of Incorporation as a new professional association and return them to me at your earliest convenience.

Thank you for your assistance.

Sincerely,



Dennis P. Johnson

DPJ:kac
Enclosure

1009/kac:U15996.LR1

ARTICLES OF INCORPORATION

OF

WILLIAM M. HARDMAN, M.D., P.A.

FILED

96 SEP 26 AM 11:18

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being duly licensed to practice the profession of medicine in the State of Florida and desiring to form a professional corporation under the Professional Service Corporation Act and other laws of the State of Florida, for the purpose of rendering medical services, does hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of this professional corporation is WILLIAM M. HARDMAN, M.D., P.A.

ARTICLE II - DURATION

This professional corporation shall have a perpetual existence, commencing on the date of execution and acknowledgement of these Articles. Or the earliest file date received by the Secretary of State office.

ARTICLE III - PURPOSES

The purposes and general nature for which this professional corporation is organized are as follows:

A. To engage in every phase and aspect of the business of rendering the same professional services to the public that a medical doctor, duly licensed under the laws of the State of Florida, is authorized to render, but such professional services shall be rendered only through officers, employees and agents who are duly licensed under the laws of the State of Florida to practice medicine therein.

B. To invest the funds of this professional corporation in real estate, mortgages, stocks, bonds or any other type of investment, and to own real and personal property necessary for the rendering of professional medical services.

C. To do everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the professional corporation, and in general, either alone or in association with other corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or the attainment of the objects or the furtherance of such purposes or objects of the professional corporation.

The foregoing paragraphs shall be construed as enumerating both objects and purposes of this professional corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this professional corporation otherwise permitted by law.

ARTICLE IV - CAPITAL STOCK

This professional corporation is authorized to issue Two Thousand (2,000) shares of \$.10 par value common stock, which shares shall be of a single class. Stock shall be issued only to persons who are duly licensed to practice medicine in the State of Florida.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this professional corporation is c/o Women's Wellness Center, 451 S. 11th Street, Lake Wales, Florida 33853, and the mailing address of the initial registered office is the same. The name of the initial registered agent of this professional corporation at that address is William M. Hardman, M.D.

ARTICLE VI - RESIDENT AGENT

Pursuant to Section 48.091 of the Florida Statutes, and in compliance with said

Section, William M. Hardman, M.D., c/o Women's Wellness Center, 451 S. 11th Street, Lake Wales, Florida 33853 is hereby designated as this professional corporation's agent to accept service of process within the State of Florida.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This professional corporation shall initially have one (1) director. The number of directors may be either increased or diminished from time to time by the By-Laws of this professional corporation, but shall never be less than one (1). The name and address of the initial director of this professional corporation is:

William M. Hardman, M.D.	c/o Women's Wellness Center
	451 S. 11th Street
	Lake Wales, Florida 33853

ARTICLE VIII - INCORPORATION AND SUBSCRIBER

The name and address of the person signing these Articles as the subscriber and incorporator, who is duly licensed to practice the profession of medicine in the State of Florida, is:

William M. Hardman, M.D.	c/o Women's Wellness Center
	451 S. 11th Street
	Lake Wales, Florida 33853

ARTICLE IX - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this professional corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata shares thereof (as nearly as may be done without

issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X - VOTING TRUST PROHIBITED

No shareholder of this professional corporation shall enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his stock.

ARTICLE XI - RESTRAINT ON ALIENATION OF SHARES

Shares of stock in this professional corporation may be transferred only to (i) this professional corporation; (ii) one or more other shareholders in this professional corporation; or (iii) a person who is duly licensed to practice medicine in the State of Florida; provided, however, that any sale or transfer of shares to a person who is not already a shareholder of this corporation must be approved in advance by vote or written consent of the holder of not less than fifty-one percent (51%) of the voting power of this professional corporation. The shareholders of this professional corporation shall have the power to include in the By-Laws of this professional corporation (adopted by all of the shareholders of this professional corporation) or to embody in any other written agreement (executed by all of the shareholders) any regulatory or restrictive provisions regarding the proposed sale, transfer or other disposition of any of the outstanding shares of stock of this professional corporation by any of its shareholder, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions and details thereof, shall be determined by the shareholders of this professional corporation. If any shareholder shall become legally disqualified to practice

medicine in the State of Florida, or accepts employment that, pursuant to existing law, places restrictions or limitations upon his continued rendering of such professional services, he shall sever al employment with, and financial interest in, this professional corporation forthwith and such shareholder's shares of stock shall immediately become subject to purchase by this professional corporation in accordance with the By-Laws adopted by the shareholders.

ARTICLE XII - POWERS

This professional corporation shall have all of the corporate powers conferred on professional corporations by the laws of the State of Florida. In furtherance and not in limitation of these powers and of the purposes hereinabove stated, this professional corporation shall have all of the following powers:

A. To enter into, or become a partner in, any arrangement for sharing profits or cooperation, joint venture, or otherwise, with any person, firm or corporation for the purpose of rendering professional medical services.

B. At its option, to purchase and acquire any or all of its stock owned and held by any such shareholder as should desire to sell, transfer, or otherwise dispose of his shares in accordance with the By-Laws adopted by the shareholders of this professional corporation setting forth the terms and conditions of such purchase; provided, however, that the capital of this professional corporation is not impaired.

C. At its option, to purchase and acquire the shares owned and held by any shareholder who dies, in accordance with the By-Laws adopted by the shareholders of this professional corporation setting forth the terms and conditions of such purchase, provided, however, that the capital of this professional corporation is not impaired.

D. To enter into, for the benefit of its employees, one or more of the following: (i) a pension plan, (ii) a profit-sharing plan, (iii) a thrift and savings plan, or (iv) other fringe benefit, retirement or incentive compensation plans.

ARTICLE XIII - AMENDMENT

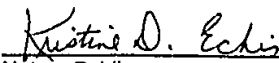
This professional corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, in the manner provided by law. Any right conferred upon shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribed has executed the Articles of Incorporation this 19th day of July, 1996.


WILLIAM M. HARDMAN, M.D.

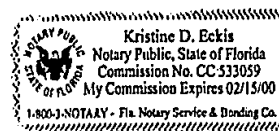
STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 19th day of July, 1996, by WILLIAM M. HARDMAN, M.D., who ☒ is personally known to me or who ☐ produced N/A as identification.


Notary Public

My commission expires:

3003/kac:U15996,INC



To: The Department of State
Tallahassee, Florida 32304

FILED

96 SEP 26 AM 11:18

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 607.0501 of the Florida General Corporation Act, the following is submitted:

WILLIAM M. HARDMAN, M.D., P.A., with its place of business at c/o Women's Wellness Center, 451 S. 11th Street, Lake Wales, Florida 33853, has named WILLIAM M. HARDMAN, M.D., located at c/o Women's Wellness Center, 451 S. 11th Street, Lake Wales, Florida 33853, as its agent to accept service of process within Florida.

Dated: 7/19/96, 1996.


WILLIAM M. HARDMAN, M.D., President

Having been named to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the duties and obligations of Chapter 607 of the Florida General Corporation Act.

Dated 7/19/96, 1996.


WILLIAM M. HARDMAN, M.D.
Registered Agent