

1201 HAYS STREET
TAMPA, FL 33607
904-201-0171
904-201-0393

8 4 2 1986

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PRESTICE HALL
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 109389 4326591

AUTHORIZATION

COST LIMIT : \$ 122.50

Patricia Piguet

ORDER DATE : October 4, 1996

ORDER TIME : 10:0 AM

ORDER NO. : 109389

500001968185

CUSTOMER NO: 4326591

CUSTOMER: Brian C. Ellis, Esq
FOWLER WHITE GILLEN BOGGS
VILLAREAL & BANKER, P.A.
501 East Kennedy Boulevard
Suite 1700
Tampa, FL 33602

DOMESTIC FILING

NAME: DUNEDIN PHYSICIANS INSURANCE
MANAGEMENT, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
CORPORATIONS
96 OCT -4 PM 12:03

RECEIVED
96 OCT -4 AM 10:48
DIVISION OF CORPORATION

**ARTICLES OF INCORPORATION
OF**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT -4 PM 12: 03

DUNEDIN PHYSICIANS INSURANCE MANAGEMENT, INC.

I, the undersigned, hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

**ARTICLE I
Name**

The name of this corporation shall be:

Dunedin Physicians Insurance Management, Inc.

The principal office and mailing address of this corporation shall be:

935 Pine Hill Road
Palm Harbor, Florida 34683

**ARTICLE II
Existence of Corporation**

This corporation shall have perpetual existence.

**ARTICLE III
Purposes and Powers**

The sole purpose for which this corporation is organized is to serve as a vehicle by which individual physicians may associate themselves as a group for the limited purpose of purchasing medical malpractice insurance as a group from one or more unrelated entities engaged in the business of providing such insurance. Accordingly, the corporation's powers shall be limited to (i) those powers granted to all corporations by

Florida Statutes, Chapter 617, (ii) the power to elect directors and appoint officers and agents of the corporation and define their duties, and (iii) such other powers as may be necessary in order for the corporation to maintain its existence and to comply with all requirements of Federal, Florida, and local law with respect to the preparation and filing of returns, reports, and other forms. The corporation shall have no other powers. Without limiting the generality of the foregoing, the corporation shall not have the power to own or lease real property, to incur indebtedness, to loan money, to enter into contracts, to provide insurance, to collect or disburse money (except to the extent necessary to pay expenses incurred in preparing and filing returns, reports, and other forms required by Federal, Florida, or local law or in connection with maintaining its existence), or to be a partner, member, or manager of any corporation, partnership, trust, or other entity.

ARTICLE IV **Capital Stock**

(a) The total number of shares of capital stock authorized to be issued by the corporation shall be 10,000 shares having a par value of \$1.00 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. The Board of Directors may authorize shares to be issued for consideration consisting of any tangible or intangible property or benefit to the corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the corporation. Before the corporation issues shares, the Board of Directors shall determine that the consideration received or to be

received for shares to be issued is adequate. All stock when issued shall be paid for and shall be nonassessable.

(b) In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE V
Registered Office and Registered Agent

The street address of the corporation's initial registered office is 501 East Kennedy Boulevard, Suite 1700, Tampa, Florida 33602 and the name of the corporation's initial registered agent at such address is Brian C. Ellis. The corporation may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 607.0502, Florida Statutes.

ARTICLE VII
Initial Board of Directors

The number of directors constituting the initial Board of Directors shall be three (3), and the name and address of each person who is to serve as a member thereof is as follows:

| <u>Name</u> | <u>Address</u> |
|-------------------------|--|
| Jose L. Velazquez, M.D. | 935 Pine Hill Road Palm Harbor, Florida 34683 |
| Susan Adams, M.D. | 3890 Tampa Road Palm Harbor, Florida 34684 |
| Rosemarie Frenzel, M.D. | 7300 State Road 54 New Port Richey, Florida 34653 |

ARTICLE VIII
Incorporator

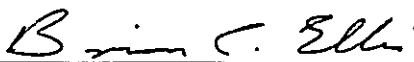
The name and address of the incorporator of this corporation is as follows:

| <u>Name</u> | <u>Address</u> |
|----------------|--|
| Brian C. Ellis | 501 East Kennedy Boulevard Suite 1700 Tampa, Florida 33602 |

ARTICLE IX
Amendment of Articles of Incorporation

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.


IN WITNESS WHEREOF, I, the undersigned, have executed these Articles for the uses and purposes therein stated.



Brian C. Ellis

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 3rd day of October, 1996, by BRIAN C. ELLIS, who is personally known to me or who has produced N/A as identification.



Print Name: Deborah L. Baker
Notary Public, Commission No. _____
My Commission Expires: _____



DEBORAH L. BAKER
My Commission CC296226
Expires Jun 20, 1997
Bonded by ANB
800-852-6878

CERTIFICATE OF ACCEPTANCE

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 OCT -4 PM 12: 03

Having been named to accept service of process for the above stated corporation,
at the place designated in its Articles of Incorporation, I hereby agree to act in such
capacity, and I am familiar with and accept, the obligations provided for in Section
607.0501(3), Florida Statutes.

Signature

Brian C. Ellis

Brian C. Ellis

Registered Agent

Date

10-3-96