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KEVIN I. DOWNEY

ATTORNEY AT LAW

2031-B N.W. 41ST STREET
GAINESVILLE, FLORIDA 32606

(352) 373-4554

October 4, 1996

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT 10 AM 8:28

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

Re: North Florida Prime Care, Inc.

900001976899--4
-10/16/96--01056--002
****122.50 ****122.50

Gentlemen:

I am enclosing herewith an original and a copy of the Articles of Incorporation for the above named corporation. In addition, a check in the sum of \$122.50 is enclosed which represents the following fees:

Filing Fee	\$ 35.00
Certified Copy	\$ 52.50
Registered Agent Fee	<u>\$ 35.00</u>
Total	\$ 122.50

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Your prompt attention to this matter would be appreciated.

Sincerely,



Kevin I. Downey

Enclosures (2)

BROWN OCT 15 1996

**ARTICLES OF INCORPORATION
OF**

North Florida Prime Care, Inc.

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The undersigned, acting as an Incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - Name

The name of the corporation is: North Florida Prime Care, Inc.

ARTICLE II - Principal Office and Mailing Address

The street address and mailing address of the principal office is: 107-C Edwards Road, Starke, in Bradford County, Florida 32091.

ARTICLE III - Shares

The corporation is authorized to issue One Hundred (100) shares. The par value is \$1.00 per share. Each share of stock shall be entitled to one (1) vote, and in the election of directors of the corporation, the holders of the stock shall be entitled to vote their stock cumulatively.

ARTICLE IV - Preemptive Rights

Each shareholder of this corporation shall have the first right to purchase shares of any class, kind, or series of stock in this corporation that may from time to time be issued, whether or not presently issued, including shares from the treasury of this corporation, in the ratio that the number of shares he or she holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms, and conditions of the issue of shares, and inviting such shareholder to exercise his or her preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE V - Initial Registered Agent and Office

The name and street address of the initial registered agent and office are:

Kevin I. Downey
2631 N.W. 41st Street, Suite B-2
Gainesville, Florida 32606

ARTICLE VI - Incorporator

Prepared By:
Attorney Kevin I. Downey
2631 N.W. 41st Street, Suite B-2
Gainesville, Florida, 32606
(352) 373 - 4554
Fla. Bar No. 0999822

The name and address of the Incorporator are:

Kevin I. Downey
2631 N.W. 41st Street, Suite B-2
Gainesville, Florida 32606

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ARTICLE VII- Initial Directors

The names and addresses of the initial directors of this corporation are:

<u>Bruce D. Pollock, M.D.</u>	<u>107-C Edwards Road, Starke, Florida 32091</u>
<u>Carl Eason, M.D.</u>	<u>107-C Edwards Road, Starke, Florida 32091</u>

IN WITNESS WHEREOF the undersigned Incorporator has executed these Articles of Incorporation on October 4, 1996.


Kevin I. Downey, Incorporator

Having been named as registered agent for the above-styled corporation, I hereby agree to act in this capacity. I agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0505, Florida Statutes.


Kevin I. Downey, Registered Agent