

SENT BY: 10/31/96

10-31-96 3:30PM JACKSONVILLE

# 2/ 0

**P96000089846**

F&I 10/31/96  
PM

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

3127

((H96000015398 6)))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: FOLEY & LARDNER  
CONTACT: KAREN PETERSON  
PHONE: (904)359-2000

ACCT#: 072720000061

FAX #: (904)359-0700

NAME: MEDICAL-ENTREPRENEURIAL DEVELOPMENT GROUP (H  
AUDIT NUMBER.....H96000015398  
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.  
CERT. OF STATUS..0 PAGES..... 4  
CERT. COPIES.....1 ORL.METHOD.. FAX  
EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX  
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

\*\* ENTER 'M' FOR MENU. \*\*

ENTER SELECTION AND <CR>: m

FILED  
96 OCT 31 AM 10:37  
SECRET  
FALL

446A-50339

10/31/96  
15

SENT BY: (904) 359-2000

10-31-96 : 3:36PM : F&L JACKSONVILLE-

# 1 / 0

## FOLEY & LARDNER

POST OFFICE BOX 240  
JACKSONVILLE, FLORIDA 32201-0240  
THE GREENLEAF BUILDING  
200 LAURA STREET 32202-3527  
TELEPHONE (904) 359-2000  
FACSIMILE (904) 359-0700

ORLANDO, FLORIDA  
TALLAHASSEE, FLORIDA  
TAMPA, FLORIDA  
WEST PALM BEACH, FLORIDA

MILWAUKEE, WISCONSIN  
MADISON, WISCONSIN  
CHICAGO, ILLINOIS  
WASHINGTON, D.C.  
ANNAPOLIS, MARYLAND

### FACSIMILE TRANSMISSION

TO: Florida Division of Corporations FAX NO.: 904/922-4001  
FROM: Karen Peterson  
DATE: 10/31/96 TIME: 3:36pm  
NO. OF PAGES (including this page): 6  
MESSAGE:

OPERATOR:

FILE NO:

IF YOU DO NOT RECEIVE THE ENTIRE FAX TRANSMISSION,  
PLEASE CALL US AS SOON AS POSSIBLE AT (904) 359-2000 (EXT. 7307).

THE INFORMATION CONTAINED IN THIS FACSIMILE MESSAGE IS INTENDED ONLY FOR THE PERSONAL AND CONFIDENTIAL USE OF THE DESIGNATED RECIPIENTS NAMED ABOVE. This message may be an attorney-client communication, and as such is privileged and confidential. If the reader of this message is not the intended recipient or an agent responsible for delivering it to the intended recipient, you are hereby notified that you have received this document in error, and that any review, dissemination, distribution or copying of this message is strictly prohibited. If you have received this communication in error, please notify us immediately by telephone and return the original message to us by mail. Thank you.

Fax Audit No. H96000015398

ARTICLES OF INCORPORATION  
OF

## MEDICAL-ENTREPRENEURIAL DEVELOPMENT GROUP (M-EDG), INC.

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation.

## ARTICLE 1

## NAME AND ADDRESS

Section 1.1 Name. The name of the corporation is Medical-Entrepreneurial Development Group (M-EDG), Inc. (the "Corporation").

Section 1.2 Address of Principal Office. The address of the principal office of the Corporation is P.O. Box 865, Ponte Vedra, Florida 32082.

## ARTICLE 2

## DURATION

Section 2.1 Duration. This Corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed, except that if they are not filed by the Department of State of Florida within five (5) business days after they are executed, corporate existence shall commence upon filing by the Department of State.

## ARTICLE 3

## PURPOSES

Section 3.1 Purposes. This Corporation is organized for the purposes of transacting any or all lawful business permitted under the laws of the United States and of the State of Florida.

Prepared by: Linda Y. Kelso, Fla. Bar No. 298662  
Foley & Lardner  
200 Laura Street, Jacksonville, FL 32202  
904/359-2000

Fax Audit No. H96000015398

Fax Audit No. H96000015398

**ARTICLE 4****CAPITAL**

Section 4.1 Authorized Capital. The maximum number of shares of stock which this Corporation is authorized to have outstanding at any one time is one million (1,000,000) shares of voting common stock having a par value of \$0.01 per share. All such shares shall be issued fully paid and nonassessable.

**ARTICLE 5****INITIAL REGISTERED OFFICE AND AGENT**

Section 5.1 Name and Address. The street address of the initial registered office of this Corporation is 2451 S. Ponte Vedra Boulevard, S. Ponte Vedra, Florida 32082, and the name of the initial registered agent of this Corporation at that address is John F. Perry.

**ARTICLE 6****DIRECTORS**

Section 6.1 Number. This Corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time as provided in the bylaws of the Corporation, but shall never be less than one (1).

Section 6.2 Initial Directors. The name and address of the members of the first board of directors of the Corporation are:

**NAME****ADDRESS**

John F. Perry

2451 S. Ponte Vedra Boulevard  
S. Ponte Vedra, Florida 32082**ARTICLE 7****BYLAWS**

Section 7.1 Bylaws. The initial bylaws of this Corporation shall be adopted by the board of directors. Bylaws may be amended or repealed from time to time by either the board of directors or the shareholders, but the board of directors shall not alter, amend or repeal any

Fax Audit No. H96000015398

bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the board of directors.

## ARTICLE 8

### INCORPORATOR

Section 8.1 Name and Address. The name and street address of the incorporator of this Corporation is:

**NAME**

John F. Perry

**ADDRESS**

2451 S. Ponte Vedra Boulevard  
S. Ponte Vedra, Florida 32082

## ARTICLE 9

### INDEMNIFICATION

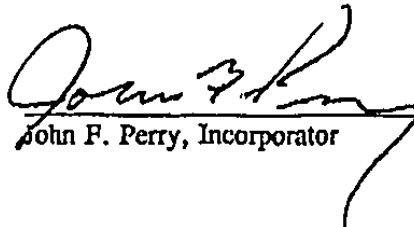
Section 9.1 Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

## ARTICLE 10

### AMENDMENT

Section 10.1 Amendment. This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

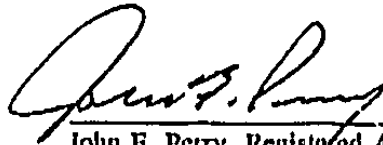
IN WITNESS WHEREOF, the incorporator has executed these Articles on October 21, 1996.

  
John F. Perry, Incorporator

Fax Audit No. H96000015398

## ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated Corporation, at the place designated in the above Articles of Incorporation, 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. I am familiar with and I accept the obligations of a registered agent.



John F. Perry, Registered Agent

Date: Oct. 21, 1996

FILED  
96 OCT 31 11 10 37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA