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December 4, 1996

Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

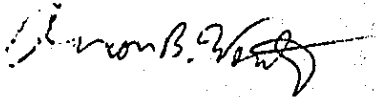
RE: SANDRA B. ADAIR, P.A.

50000202255--5  
-12/06/96--01064--012  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Dear Sir or Madam:

Attached is our \$70.00 filing fee for the above-styled Corporation. Please file the enclosed Articles of Incorporation and return a copy to this office. Should you have any questions and/or comments, please do not hesitate to contact me.

Sincerely,

  
AARON B. WENTZ

ABW:lam  
Enclosures

DEC 9 1996

BSB

FILED  
196 DEC -6 PM 4:08  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

ARTICLES OF INCORPORATION  
OF  
SANDRA BARCELO-ADAIR, P.A.

**FILED**  
90 DEC -6 PM 4:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, and being a licensed attorney at law, licensed under the laws of the State of Florida, hereby presents these Articles of Incorporation for the formation of a corporation under the Professional Service Corporation Act, Florida Statutes, Chapter 621, and other laws of the State of Florida.

ARTICLE I - NAME

The name of this Corporation is SANDRA BARCELO-ADAIR, P.A.

ARTICLE II - NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation is:

To engage in every phase and aspect of the business of rendering the same professional services to the public that a duly licensed Advanced Registered Nurse Practitioner 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 render services as Advanced Registered Nurse Practitioners. These professional services shall include, but not be limited to, the delivery of health care to individuals and families in all aspects of the health care continuum.

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

To do all and 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 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 this Corporation.

The foregoing paragraphs shall be construed as enumerating both objects and purposes of this 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 Corporation otherwise permitted by law.

#### ITEM III - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is Five Hundred (500) shares of common stock of the same class and having a nominal or par value of ten dollars (\$10.00) per share. None of the shares of this Corporation may be issued to anyone other than an individual duly licensed to practice as a Advanced Registered Nurse Practitioner in the State of Florida.

The consideration to be paid for each share shall be fixed by the Board of Directors. Common stock of the Corporation shall be issued as "small business corporation" stock, in accordance with a plan or plans under the provisions of Section 1244, Internal Revenue Code of 1954.

#### ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this Corporation will begin business is Five Hundred Dollars (\$500.00).

#### ARTICLE V - TERM OF EXISTENCE

This Corporation is to exist perpetually.

#### ARTICLE VI - ADDRESS

The initial post office address of the principal office of this Corporation in the State of Florida is Post Office Box 5012, Niceville, Florida 32578 and the office address is 909 Mar-Walt Drive, Ft. Walton Beach, Florida 32547. The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

#### ARTICLE VII - DIRECTORS

This Corporation shall have one (1) Director initially. The number of directors may be increased or diminished from time to time by by-laws adopted by the shareholders.

#### ARTICLE VIII - INITIAL DIRECTOR

The name and post office address of the first Board of Director, who subject to the provisions of the By-Laws and these Articles of Incorporation, shall hold office for the first year of the Corporation's existence, or until her successor is elected and has qualified, is as follows:

##### NAME

Sandra Barcelo-Adair

##### ADDRESS

Post Office Box 5012  
Niceville, FL 32578

#### ARTICLE IX - SUBSCRIBER

The name and post office address of the subscriber to these Articles of Incorporation, who is duly licensed under the laws of the State of Florida to render services as an Advanced Registered Nurse Practitioner, and the number of shares she agrees to take and value of consideration are:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>CONSIDERATION</u>
SANDRA BARCELO-ADAIR	Post Office Box 5012 Niceville, FL 32578	50	\$500.00

#### ARTICLE X - VOTING TRUSTS

No shareholder of this Corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his/her shares.

#### ARTICLE XI - CUMULATIVE VOTING FOR DIRECTORS

At all elections of Directors of this Corporation, each stockholder shall be entitled to as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting) he/she would be entitled to cast for the election of Directors with respect to his/her shares of stock multiplied by the number of Directors to be elected, and he/she may cast all such votes for a single Director, or may distribute them among the number to be voted for, or any two or more of them, as he/she may see fit.

#### ARTICLE XII - BUSINESS OPERATIONS

Except as otherwise provided by law: all business affairs of the Corporation shall be conducted in compliance with general practices which are characteristic of those ordinarily relating to business corporations; all shares of stock in the Corporation shall be fully transferable; management of the Corporation shall be vested in the Board of Directors; liability of the shareholders shall be limited to their respective interests in the stock of the Corporation; and the continuity of the Corporation shall not be affected by death, disability, retirement or sale of stock by any one shareholder; provided, however, that this provision shall not prohibit the Corporation, its employees, or its stockholders from entering into such agreements relating to redemption of stock, other stock purchase agreements or other corporate plans available to business corporation.

### ARTICLE XIII - CONTRACTS

No contract or other transaction between the Corporation and any other firm, association or corporation shall be affected or invalidated by the fact that any one or more of the Directors of the Corporation is or are interested in or is a member, director or officer, or are members, directors or officers of such other firm or corporation and any director or directors, individually or jointly, may be a part or parties to or may be interested in any contract or transaction of the Corporation, or in which the Corporation is interested; and no contract, act or transaction of the Corporation with any person, firm, association, or corporation shall be affected or invalidated by the fact that any director or directors of the Corporation is a party or parties to or interested in such contract, act or transaction or in any way connected with such person, firm, association or corporation, and each and every person who may become a director of the Corporation is hereby relieved from any liability that might otherwise exist from contracting with the Corporation for the benefit of himself or any firm, association or corporation in which he may any way be interested.

### ITEM XIV - REMOVAL OF DIRECTORS

Any director of this Corporation may be removed at any annual or special meeting of the stockholders by the same vote as that required to elect a director.

### ARTICLE XV - RESTRAINT ON ALIENATION OF SHARES

The shareholders of this Corporation shall have the power to include in the by-laws, adopted by a single majority of the shareholders of this Corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding shares of this Corporation by any of its shareholders, or in the event of death of its shareholder. The manner and form, as well as relevant terms, conditions and details hereof, shall be determined by the shareholders of this Corporation; provided, however, that such regulatory or

restrictive provisions shall not affect the rights of their parties without actual notice thereof, unless existence of such provisions shall be plainly written upon the certificate evidencing the ownership of such stock. No shareholder of this Corporation may sell or transfer his shares therein, except to another individual who is eligible to be a shareholder of this Corporation, and such sale or transfer may be made only after the same shall have been approved at a stockholders' meeting specially called for such purpose. If any shareholder becomes legally disqualified to render services as an Advanced Registered Nurse Practitioner in the State of Florida, or accepts employment that places restrictions or limitations upon his/her continuous rendering of such professional services, such shareholder's shares shall immediately become subject to purchase by this Corporation, in accordance with the by-laws adopted by the shareholders.

#### ARTICLE XVI - ADDITIONAL CORPORATE POWERS

In furtherance, and not in limitation of the general powers conferred by the laws of the State of Florida, and for the purposes and objects hereinabove stated, this Corporation shall have all and singular the following powers:

This Corporation shall have the power to enter into, or become a partner in, any arrangements of sharing profits, union of interest, or cooperation, joint venture or otherwise, with any person, firm or corporation to carry on any business which this Corporation has the direct or incidental authority to pursue.

This Corporation shall have the power to deny to the holders of common stock of this Corporation, any preemptive right to purchase or subscribe to any new issue of any type stock of this Corporation, and no shareholder shall have preemptive right to subscribe to any such stock.

This Corporation shall have the power, at its option, to purchase and acquire any or all of its shares owned and held by any such shareholder as should desire to sell, transfer or otherwise dispose of his share, in accordance with the By-Laws, adopted by the shareholders of this Corporation, setting forth the terms and conditions of such purchases; provided, however, the capital of this Corporation is not impaired.

This Corporation shall have the power to enter into for the benefit of its employees, one or more of the following: (1) a pension plan, (2) a profit-sharing plan, (3) a stock bonus plan, (4) a thrift and savings plan, (5) a restricted stock option plan, (6) other retirement or incentive compensation plans, (7) health expense and insurance plan, (8) health fitness plan, or (9) life and disability insurance plan.

ARTICLE XVII - AMENDMENT

The 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 of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of shareholders are subject to this reservation.

The directors of this Corporation shall have the power to make and amend the By-Laws of this Corporation.

IN WITNESS WHEREOF, the undersigned being the original subscriber to the capital stock hereinabove named, for the purpose of forming a Professional Service Corporation to perform services as aforesaid within the State of Florida, under the laws of the State of Florida, do make and file this instrument, hereby declaring and certifying that the facts herein stated are true, and hereunto setting her hand and seal this 12th day of November, 1996.

  
SANDRA BORCELO-ADAIR

STATE OF FLORIDA  
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 12th day of November, 1996.



JACQUELINE B. MORIARTY  
My Commission CC569324  
Expires Aug. 25, 2000

  
NOTARY PUBLIC  
My Commission Expires:



DESIGNATION OF RESIDENT AGENT

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted.

That SANDRA BARCELO-ADAIR, P.A., a Corporation duly organized and existing under the laws of the State of Florida, with its principal office indicated in the Articles of Incorporation in Niceville, Florida, has named:

AARON B. WENTZ  
Attorney at Law  
222 Government Street, Suite D  
Niceville, Florida 32578

as its agent to accept service of process in the State.

FILED  
96 DEC -6 PM 4:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCEPTANCE

Having been named to accept service of process for the above-stated Corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act, relative to keeping open said office.

Aaron B. Wentz  
AARON B. WENTZ