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227 SOUTH CALHOUN STREET
P.O. BOX 391 (ZIP 32302)
TALLAHASSEE, FLORIDA 32301
(904) 224-9115 FAX (904) 222-7500

January 7, 1997

FILED
97 JAN -7 PM 11:02

Via Hand Delivery

Division of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, FL 32314

4100002048404-0
01/07/97-01093-008
*****70.00 *****70.00

Re: Emtal Corporation

Dear Sir or Madam:

Enclosed for filing with your office are the Articles of Incorporation for the above-referenced corporation, along with our check for \$70.00 to cover the filing fee.

If you have any questions or if any additional information is required, please do not hesitate to give me a call. Your assistance in this matter is appreciated.

Sincerely,


Emily S. Waugh

ESW:gd
Enclosures

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97 JAN -7 AM 10:23
DIVISION OF CORPORATION

-nc 1/7/97

**ARTICLES OF INCORPORATION
OF
EMTAL CORPORATION**

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SECRET
TALLAHASSEE, FLORIDA

The undersigned Incorporator hereby files these Articles of Incorporation in order to form a Corporation under the laws of the State of Florida, effective January 7, 1997.

**ARTICLE I.
Name and Principal Office**

The name of this Corporation shall be Emtal Corporation. The principal place of business and mailing address of this Corporation is Suite 5400, 1405 Centerville Road, Tallahassee, Florida 32308.

**ARTICLE II.
Nature of Business**

The Corporation is organized for the purpose of engaging in any or all activity or business permitted under the Florida Business Corporation Act.

**ARTICLE III.
Stock**

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 10,000 shares of common stock with a par value of \$1 per share. The class of common stock shall be composed of 100 shares of voting stock and 9900 shares of non-voting stock. The common stock, both voting and non-voting, have identical rights except for the right to vote.

All the aforementioned stock is to be issued as fully paid for and exempt from assessment.

The capital stock may be paid for in money, property, labor or services, at a just valuation to be fixed by the incorporators or by the Director at a meeting called for such purpose.

ARTICLE IV.

Powers

This Corporation shall have all the corporate powers enumerated in the Florida Business Corporation Act.

ARTICLE V.

Incorporators

The names and street addresses of the Incorporator of this Corporation is:

Duncan S. Postma, M.D. Suite 5400, 1405 Centerville Road
Tallahassee, Florida 32308

ARTICLE VI.

Term of Corporate Existence

This Corporation shall exist perpetually unless dissolved according to law.

ARTICLE VII.

Address of Registered Office and Registered Agent

The street address of the initial Registered Office of this Corporation in the State of Florida shall be 227 South Calhoun Street, Tallahassee, Florida 32302. The name of the initial Registered Agent of the Corporation at the above address shall be Emily S. Waugh. The Board of Directors may from time to time change the Registered Office to any other address in the State of Florida or change the Registered Agent.

ARTICLE VIII.
Number of Directors

This Corporation shall have no less than one Director. The number of Directors may be increased or decreased from time to time in accordance with the By-Laws adopted by the Shareholders.

ARTICLE IX.
Initial Board of Directors

The initial Board of Directors shall consist of one person. The name and street address of the member of the initial Board of Directors of this Corporation who shall hold office until the first annual meeting of the Shareholders and thereafter until his successor is elected is:

Duncan S. Postma, M.D. Suite 5400, 1405 Centerville Road Tallahassee, Florida 32308

ARTICLE X.
Officers

The Corporation shall have a president, a secretary and a treasurer and may have additional and assistant officers including, without limitation thereto, one or more vice-presidents, assistant secretaries and assistant treasurers. A person may hold more than one office. The names and addresses of the initial officers are:

President/Treasurer
Vice President/Secretary

Duncan S. Postma, M.D.
Tricia Skinner, A.R.N.P.

ARTICLE XI.
Transactions In Which Directors
Or Officers Are Interested

(a) No contract or other transaction between the Corporation and one or more of its Directors or officers or between the Corporation and any other Corporation, firm, or entity in which one or more of the Corporation's Directors or officers are Directors or officers or have a financial interest shall be void or voidable solely because of such relationship or interest or solely because such Director or Directors or officer or officers is present at or participates in the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction or solely because his or their votes are counted for such purpose, if:

(1) The fact of such relationship or interest is disclosed or known to the Board of Directors or the committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Director or Directors; or

(2) The fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote thereon and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

(3) The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board of Directors, a committee thereof, or the Shareholders.

(b) Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof which authorizes, approves, or ratifies such contract or transaction.

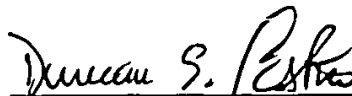
ARTICLE XII.
Financial Information

The Corporation shall not be required to prepare and provide a balance sheet and a profit and loss statement to its Shareholders. Nor shall the Corporation be required to file a balance sheet or profit and loss statement in its registered office. This provision shall be deemed to have been ratified by the Shareholders each year hereafter unless a resolution to the contrary has been adopted by the Shareholders entitled to vote.

ARTICLE XIII.
Amendment

These Articles of Incorporation may be amended only by: (a) a unanimous affirmative vote of the holders of all of the voting shares of the Corporation issued, outstanding, and entitled to vote, or (b) as otherwise allowed by law.

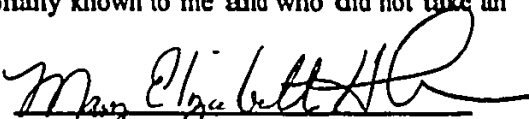
IN WITNESS WHEREOF, the undersigned, being the original subscribing Incorporator to the foregoing Articles of Incorporation, have executed these Articles of Incorporation as of January 7, 1997 ~~1996~~.



Duncan S. Postma, M.D.
Incorporator

STATE OF FLORIDA
COUNTY OF LEON

The foregoing instrument was acknowledged before me this 4 day of Dec.
1996, by **Duncan S. Postma, M.D.**, who is personally known to me and who did not take an
oath.



Signature of Notary Public

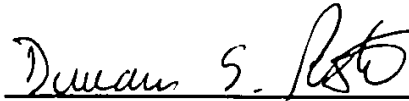
Notary Seal/Stamp:



**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

In compliance with Florida Statutes, Sections 48.091 and 607.0501, the following is submitted:

Emtal Corporation, desiring to organize as a corporation under the laws of the state of Florida, has designated 227 South Calhoun Street, Tallahassee, Florida 32301, as its initial registered office and has named Emily S. Waugh, located at said address, as its initial Registered Agent effective January 7, 1997, ~~1996~~.



Duncan S. Postma, M.D.

Incorporator

Dated January 7, 1997, ~~1996~~

Having been named Registered Agent and to accept service of process for the above-stated corporation at the place designated in this certificate, the undersigned hereby accepts said appointment and agrees to act in this capacity effective Jan. 7, 1997, ~~1996~~. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties and is familiar with and accepts the obligations of his position as Registered Agent.



Emily S. Waugh

Registered Agent

Dated January 7, 1996 1997 97

confidential

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