

P97000016300

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February 14, 1997

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Corporate Records Bureau  
Division of Corporations  
Department of State  
P. O. Box 6327  
Tallahassee, FL 32314

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-02/17/97--01110--006  
\*\*\*70.00 \*\*\*70.00

RE: PIE Physician Network, Inc.

Dear Sir or Madam:

Enclosed please find an original and one copy of Articles of Incorporation for PIE Physician Network, Inc.

Please file the original of the Articles, and acknowledge such filing by returning the copy to me stamped "filed." Enclosed is a check in the amount of \$70.00 computed as follows:

|                      |              |
|----------------------|--------------|
| Filing Fee           | \$ 35.00     |
| Registered Agent Fee | <u>35.00</u> |
| TOTAL....            | \$ 70.00     |

If you have any questions or require any additional information, please call.

Very truly yours,

Jonathan L. Hay  
Jonathan L. Hay

JLH/eb  
enclosures

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 FEB 14 PM 1:11

9/2/20/97

EFFECTIVE DATE

2/7/97

ARTICLES OF INCORPORATION  
OF  
PIE Physician Network, Inc.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 FEB 14 PM 1:11

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

Article I

Name

Section 1.1. Name. The name of this corporation shall be PIE Physician Network, Inc.

Article II

Principal Office and Mailing Address

Section 2.1. Principal Office and Mailing Address. The principal place of business and mailing address of this corporation shall be 3810-2 Williamsburg Park Boulevard, Jacksonville, Florida 32257.

Article III

Capital Stock

Section 3.1. Capital Stock. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having a par value of \$1.00 per share.

Section 3.2. Restriction on Transfer of Stock. The shareholders may, by bylaw provision, by shareholders' agreement recorded in the minute book or by endorsement on each stock certificate, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

Section 3.3. Approval of Shareholders Required for Merger. The approval of the shareholders holding sixty percent (60%) or more of the capital stock of this corporation eligible to vote to any plan of merger or consolidation shall be required in every case, whether or not such approval is required by law.

**Article IV**  
**Initial Registered Agent and Address**

Section 4.1. Name and Address. The name and street address of the initial registered agent of this corporation is:

Dave Dugas  
3810-2 Williamsburg Park Boulevard  
Jacksonville, Florida 32257

**Article V**  
**Incorporator**

Section 5.1. Name and Address. The name and street address of the incorporator of this corporation is:

Dave Dugas  
3810-2 Williamsburg Park Boulevard  
Jacksonville, Florida 32257

**Article VI**  
**Duration**

Section 6.1. Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed.

**Article VII**  
**Purposes**

Section 7.1. Purposes. This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States of America and of the State of Florida.

**Article VIII**  
**Directors**

Section 8.1. Number. This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time, but shall never be less than one.

Section 8.2. Initial Director. The name and street address of the initial director of the corporation is:

Dave Dugas  
3810-2 Williamsburg Park Boulevard  
Jacksonville, Florida 32257

Section 8.3. Compensation. The board of directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any directors of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

Section 8.4. 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 IX** **Bylaws**

Section 9.1. Bylaws. The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

#### **Article X** **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 of Incorporation the 7 day of February, 1997.

  
\_\_\_\_\_  
DAVE DUGAS

**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED  
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Sections 48.091, 607.0501 and 607.0505,  
Florida Statutes, the following is submitted:

PIE Physician Network, Inc., desiring to organize or qualify  
under the laws of the State of Florida hereby designates Dave Dugas  
as its registered agent to accept service of process within the  
State of Florida and the address of its registered office shall be  
3810-2 Williamsburg Park Boulevard, Jacksonville, Florida 32257.

DATED this 7 day of February, 1997.

  
DAVE DUGAS

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 FEB 14 PM 1:11

Having been named as registered agent to accept service of  
process for the above stated corporation, at the place designated  
in this certificate, I hereby accept the appointment as registered  
agent and agree to act in this capacity. I further agree to comply  
with the provisions of all statutes relating to the proper and  
complete performance of my duties, and I am familiar with and  
accept the obligations of my position as registered agent.

DATED this 7 day of February, 1997.

  
DAVE DUGAS