



**THE UNITED STATES
CORPORATION**
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 311259 4329325

AUTHORIZATION :

COST LIMIT : \$ 122.50

ORDER DATE : March 28, 1997

ORDER TIME : 9:46 AM

ORDER NO. : 311259-005

CUSTOMER NO: 4329325

CUSTOMER: Scott Glazier, Esq
BRANT MOORE MACDONALD & WELLS,
P.A.
P. O. Box 4548

Jacksonville, FL 32201-4548

DOMESTIC FILING

NAME: ST. AUGUSTINE SPECIALTY GROUP,
P.A.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY
 _____ PLAIN STAMPED COPY
 _____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Victoria L. Perez

EXAMINER'S INITIALS:

8N MAR 28 1997

ARTICLES OF INCORPORATION
OF
ST. AUGUSTINE SPECIALTY GROUP, P.A.

FILED
97 MAR 28 PM 12:20
TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract under the laws of the State of Florida, hereby presents these Articles for the formation of a Corporation under the Professional Service Corporation Act, and other laws of the State of Florida.

ARTICLE I - NAME

The name of this Corporation is ST. AUGUSTINE SPECIALTY GROUP, P.A.

ARTICLE II - NATURE OF BUSINESS

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

To engage in every phase and aspect of the business of rendering professional services to the public that a certified, registered or licensed medical doctor is authorized to render under the laws of the State of Florida. However, no professional services shall be rendered by this Corporation except through its officers, employees, and agents who are duly certified, registered or licensed or otherwise legally authorized to render such professional services within this State.

To invest the funds of this Corporation in real estate, mortgages, stocks, bonds or 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 objectives 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, partnerships, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or the attainment of the objectives 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.

The general nature of the business to be transacted by this Professional Service Corporation as described in this Article is intended to comply with Florida Statutes Section 621.08.

ARTICLE III - CAPITAL STOCK

This Corporation is authorized to issue ten thousand (10,000) shares of common stock having a par value of One Dollar (\$1.00) per share. The Board of Directors is authorized to issue "Section 1244 Stock" as defined by Section 1244 of the Internal Revenue Code of 1986, as amended. None of the shares of this Corporation may be issued to any person other than an individual authorized to own such shares under the laws of the State of Florida in compliance with Florida Statutes Section 621.09.

ARTICLE IV - TERM OF EXISTENCE

This Corporation shall have perpetual existence, and the existence shall commence on the filing of these Articles, pursuant to Florida Statutes Section 607.0203.

ARTICLE V - PRINCIPAL OFFICE AND MAILING ADDRESS

The initial street address and mailing address of the principal office of this Corporation is 3100 U.S. 1 South, Suite 3, St. Augustine, Florida 32086. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VI - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Scott L. Glazier
50 N. Laura Street, Suite 3100
Jacksonville, Florida 32202

ARTICLE VII - REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is Suite 3100 - Barnett Center, 50 North Laura Street, Jacksonville, Florida 32202, and the name of the initial registered

... agent of this Corporation at that address is Brant, Moore, Macdonald & Wells, P.A.

ARTICLE VIII - DIRECTORS

This Corporation shall have two (2) Directors initially. The number of Directors may be increased or diminished from time to time by the Bylaws adopted by the Stockholders, but shall never be less than one (1).

ARTICLE IX - INITIAL DIRECTORS

The name and address of the initial Director of this Board of Directors is:

Howard A. Baker, III, M.D.
3100 U.S. 1 South, Suite 3
St. Augustine, Florida 32086

Laurence M. Matthews, M.D.
3100 U.S. 1 South, Suite 3
St. Augustine, Florida 32086


ARTICLE X - RESTRICTION ON TRANSFER OF STOCK

No Stockholder of this Corporation may sell or transfer his shares of stock of this Corporation, except to another individual who is eligible to be a Stockholder of this Corporation pursuant to Florida Statutes Section 621.11.

ARTICLE XI - AMENDMENT

These 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 be voted thereon unless all Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made; however, in no event may any amendment provided that the Corporation may enter into any stock repurchase plan or issue any new shares without first acquiring the unanimous consent of all of the Stockholders. All rights of Stockholders are subject to these reservations.

IN WITNESS WHEREOF, I, the Incorporator, have executed these Articles of Incorporation this 27th day of March, 1997.



Scott L. Glazier
"Incorporator"

REGISTERED AGENT'S ACCEPTANCE

The undersigned, by execution hereof, hereby accepts all of the duties and responsibilities of a Registered Agent for ST. AUGUSTINE SPECIALTY GROUP, P.A., a Florida corporation, in accordance with Florida Statutes, Section 607.0501.

BRANT, MOORE, MACDONALD &
WELLS, P.A.

By: 

Stephen G. Prom

Its: Vice President

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FILED
97 MAR 28 PM 12:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA