

MILLER & BROWNLESS, P. A.  
Attorneys at Law

J. Jerome Miller  
Suzanne Brownless  
Kevin M. Helmich\*

also admitted in Illinois

415 Mountain Drive, Suite 3  
Destin, Florida 32541  
Telephone: (904) 837-3860  
Facsimile: (904) 837-6158

1311-B Paul Russell Road  
Suite 201  
Tallahassee, Florida 32301  
Telephone: (904) 877-5200  
Facsimile: (904) 878-0090

Please Reply To:

Destin, Florida

P97000038407

April 24, 1997

Secretary of State  
Corporate Records Bureau  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32301

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-04/28/97--01141--002  
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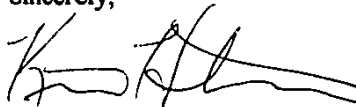
Re: DIABETES CENTER OF THE EMERALD COAST, P.A.

To Whom It May Concern:

Enclosed please find the original and one copy of the executed Articles of Incorporation, as well as the Acceptance of registered agent, in regard to the above-referenced corporation. Also enclosed is a check in the amount of \$122.50 to cover the fee in this respect. Upon filing, please return one copy of the Articles in the envelope provided.

Thank you for your assistance in this matter. If you should have any questions, please do not hesitate to contact me.

Sincerely,



KEVIN M. HELMICH

Attorney at Law

Enclosures (as stated)

cc: Henry M. Haire, M.D. (w/enc.)

April 30  
APR 29 4:11 PM '97  
TALLAHASSEE, FLORIDA  
97 APR 28 AM 9:43  
FILED

**ARTICLES OF INCORPORATION  
OF  
DIABETES CENTER OF THE EMERALD COAST, P.A.**

**FILED**  
97 APR 28 AM 9:43  
DEPT. OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**

**NAME**

The name of this Corporation is DIABETES CENTER OF THE EMERALD COAST, P.A.

**ARTICLE II**

**DURATION**

This Corporation shall have perpetual existence.

**ARTICLE III**

**PURPOSE**

The purposes for which the Corporation is formed are as follows:

1. To engage in general medical practice.
2. To invest its funds in real estate, mortgages, stocks, bonds, or any other type of investment and to own real or personal property necessary for the rendering of the professional services specified above.
3. To do such acts and carry on such business as may be permitted by the rules and regulations of the State of Florida, as they pertain to professional corporations and subject to the limitations thereof.

**ARTICLE IV**  
**CAPITAL STOCK**

The Corporation is authorized to issue 1,000 shares of \$1.00 par value common stock, which shall be designated "common shares".

**ARTICLE V**  
**PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VI**  
**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is 996 Airport Road, Destin, Florida 32541, and the initial registered agent of this Corporation at that address is HENRY M. HAIRE, M.D.

**ARTICLE VII**  
**INITIAL BOARD OF DIRECTORS**

This Corporation shall have at least 1 director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The name

and address of the initial director of this Corporation is:

HENRY M. HAIRE, M.D.  
48 Court Drive  
Destin, Florida 32541

#### **ARTICLE VIII**

##### **PRINCIPAL OFFICE**

The principal office and mailing address of this Corporation is 996 Airport Road, Destin, Florida 32541.

#### **ARTICLE IX**

##### **INCORPORATOR**

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

HENRY M. HAIRE, M.D.  
48 Court Drive  
Destin, Florida 32541

#### **ARTICLE X**

##### **INDEMNIFICATION**

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

#### **ARTICLE XI**

##### **ACTION BY DIRECTORS OR SHAREHOLDERS WITHOUT A MEETING**

The directors or shareholders of this Corporation may take action by written consent as provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 23<sup>rd</sup> day of April, 1997.

Henry M. Haire  
HENRY M. HAIRE, M.D.

STATE OF FLORIDA  
COUNTY OF OKALOOSA

BEFORE ME, the undersigned authority authorized in the State and County aforesaid to take acknowledgments personally appeared HENRY M. HAIRE, M.D. who is personally known to me and who did not take an oath, and who is the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 23<sup>rd</sup> day of April, 1997.

\*\*\*\*\*  
SUE C. WALLACE  
NOTARY PUBLIC, STATE OF FLORIDA  
MY COMMISSION EXPIRES JULY 27, 1998  
COMM. NO. CC 012285  
\*\*\*\*\*

Sue C. Wallace  
NOTARY PUBLIC

ACCEPTANCE

I am familiar with and accept the duties and responsibilities as registered agent for DIABETES CENTER OF THE EMERALD COAST, P.A.

Henry M. Haire  
HENRY M. HAIRE, M.D.

FILED  
APR 28 1997  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA  
COUNTY OF OKALOOSA

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NOTARY PUBLIC