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ACCOUNT NO. : 072100000032

REFERENCE : 398073 1299A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : May 20, 1997

ORDER TIME : 10:20 AM

ORDER NO. : 398073-020

CUSTOMER NO: 1299A

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-05/20/97--01059--003

\*\*\*\*122.50 \*\*\*\*122.50

CUSTOMER: Ms. Lisa Watson  
CLARK PARTINGTON HART LARRY  
BOND STACKHOUSE & STONE  
Suite 800  
125 West Romana Street  
Pensacola, FL 32591-3010

DOMESTIC FILING

NAME: GCFP ACQUISITION SUBSIDIARY,  
P.A.

EFFECTIVE DATE: FILE THIRD

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: Deborah Schroder

EXAMINER'S INITIALS: \_\_\_\_\_

FILED  
MAY 20 1997  
PENSACOLA, FLORIDA

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8AM MAY 20 1997

EFFECTIVE DATE  
5/16/97

ARTICLES OF INCORPORATION  
OF  
GCFP ACQUISITION SUBSIDIARY, P.A.

FILED  
97 MAY 20 PM 3:44  
TALLAHASSEE, FLORIDA

The undersigned incorporator, GULF COAST PHYSICIAN PARTNERS, P.A., an entity authorized to contract hereby presents these Articles of Incorporation 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 the corporation is GCFP ACQUISITION SUBSIDIARY, P.A.

ARTICLE II - PRINCIPAL OFFICE

The address of the principal office of the corporation is 4501 North Davis Highway, Suite A, Pensacola, Florida 32503.

ARTICLE III - NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall be:

(a) To engage in every phase and aspect of the business of rendering professional services that a physician duly licensed 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 practice medicine therein.

(b) To invest the funds of the corporation in real estate, mortgages, stocks, bonds, or any other types of investment, and to own real and personal property necessary for the rendering of professional services.

(c) To do everything necessary and proper for the accomplishment or furtherance of any of the purposes or the attaining of any of the objectives 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 objectives of the corporation.

The foregoing paragraphs shall be construed as enumerating both objectives and purposes of the 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 the corporation otherwise permitted by law.

#### **ARTICLE IV - CAPITAL STOCK**

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock having a par value of One (\$1.00) Dollar per share. None of the shares of the corporation may be issued to anyone other than a professional corporation, a professional limited liability company or an individual, each of which must be duly licensed or otherwise legally authorized to render the same specific professional services as those for which this corporation was incorporated. Said stock shall be issued pursuant to a plan under Section 1244 of the Internal Revenue Code of 1986.

. . .

**ARTICLE V - INITIAL CAPITAL**

The amount of capital with which the corporation shall begin business is One Thousand and No/100 (\$1,000.00) Dollars.

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

The address of the initial registered office of this corporation is 4501 North Davis Highway, Suite A, Pensacola, Florida 32503, and the name of the initial registered agent of this corporation at that address is William W. Belk.

**ARTICLE VII - INITIAL BOARD OF DIRECTORS**

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one (1). The name and address of the initial director of this corporation are:

William W. Belk  
4501 North Davis Highway  
Suite A  
Pensacola, FL 32503

**ARTICLE VIII - INCORPORATOR**

The name and address of the person signing these Articles:

William W. Belk  
4501 North Davis Highway  
Suite A  
Pensacola, FL 32503

**ARTICLE IX - COMMENCEMENT OF CORPORATE EXISTENCE**

The date for commencement of this corporation's existence shall be the date these Articles are signed by the incorporator as set forth on page five of these Articles.

. . .

**ARTICLE X - RESTRAINT ON ALIENATION OF SHARES**

The stockholders of the corporation shall have the power to include in the bylaws, adopted by a majority of the stockholders of the corporation, or in a separate agreement executed by the parties to be bound by such agreement, any regulatory or restrictive provisions regarding the sale, transfer, or other disposition of any of the outstanding stock of the corporation. Provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless the existence of such provisions shall be plainly written upon the certificate evidencing the ownership of such stock. No stockholder of the corporation may sell or transfer his stock therein except to another individual or entity who is eligible to be a stockholder of the corporation. If any stockholder becomes legally disqualified to practice medicine or accepts employment that places restrictions or limitations upon the stockholder's continued rendering of professional services, such stockholder's shares of stock shall immediately become subject to purchase by the corporation in accordance with the bylaws or agreement adopted by the stockholders.

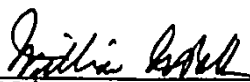
**ARTICLE XI - AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the stockholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed  
these Articles of Incorporation on this 16<sup>th</sup> day of  
May, 1997.


**INCORPORATOR:**

GULF COAST PHYSICIAN PARTNERS, P.A.

By:   
William W. Belk, M.D.  
President

**REGISTERED AGENT ACCEPTANCE**

I do hereby accept the foregoing designation as registered  
agent of GCFP ACQUISITION SUBSIDIARY, P.A. Further, I am familiar  
with and accept the duties and obligations of such designation.

  
William W. Belk, M.D.

FILED  
97 MAY 20 PM 3:44  
TALLAHASSEE FLORIDA