

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(904) 224-8170 • 1-800-342-8062 • Fax (904) 222-1222

*Physicians  
Choice  
Management  
Services,  
Inc.*

Signature

Requested by

Name

Walk-In

Date

Time

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- ☒ Art of Inc. File
- ☐ LTD Partnership File
- ☐ Foreign Corp. File
- ☐ L.C. File
- ☐ Fictitious Name File
- ☐ Name Reservation
- ☐ Merger File
- ☐ Art. of Amend. File
- ☐ RA Resignation
- ☐ Dissolution / Withdrawal
- ☐ Annual Report / Reinstatement
- ☒ Cert. Copy
- ☐ Photo Copy
- ☐ Certificate of Good Standing
- ☐ Certificate of Status
- ☐ Certificate of Fictitious Name
- ☐ Corp Record Search
- ☐ Officer Search
- ☐ Fictitious Search
- ☐ Fictitious Owner Search
- ☐ Vehicle Search
- ☐ Driving Record
- ☐ UCC 1 or 3 File
- ☐ UCC 11 Search
- ☐ UCC 11 Retrieval
- ☐ Courier

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
PHYSICIANS CHOICE MANAGEMENT SERVICES, INC.**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FILED

**ARTICLE I. - NAME:**

The name of this corporation shall be PHYSICIANS CHOICE MANAGEMENT SERVICES, INC.

**ARTICLE II. - DURATION:**

This corporation shall have perpetual existence.

**ARTICLE III. - PURPOSE:**

This corporation is organized for the purpose of transacting any and all lawful businesses of the United States and State of Florida.

**ARTICLE IV. - CAPITAL STOCK:**

This corporation is authorized to issue One Thousand (1000) shares of preferred stock having a par value of One Dollar (\$1.00) per share, having unlimited voting rights and being entitled to receive net assets of the corporation upon distribution or dissolution and is authorized to issue One Thousand (1000) shares of common stock having a par value of One Dollar (\$1.00) per share, having no voting rights and being entitled to receive the net assets of the corporation upon distribution or dissolution.

**ARTICLE V. - INDEMNIFICATION:**

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

**ARTICLE VI. - BYLAWS:**

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws, or adopt new Bylaws, is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

**ARTICLE VII.- INFORMAL SHAREHOLDER ACTION:**

The holders of not less than a majority of the issued and outstanding shares of the voting stock, of the corporation, may act by written agreement, without a meeting, as provided in Florida Statutes section 607.0702 and the Bylaws.

**ARTICLE VIII. - PRE-EMPTIVE RIGHTS:**

Every shareholder, upon the sale for cash 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 thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

This right is waived by any holder of said stock who does not exercise said right and pay for the stock available for purchase, pursuant to such preemptive rights, within seven (7) days of the shareholders receipt of a written notice, from this corporation, stating the price, terms and conditions of the issue of shares and inviting the shareholder to exercise their preemptive rights.

**ARTICLES IX.- AFFILIATED TRANSACTION RULES:**

The Affiliated Transaction Rules contained in Section 607.0901, Florida Statutes shall not apply to this Corporation.

**ARTICLE X. - INITIAL REGISTERED OFFICE AND AGENT:**

The street address of the initial registered office of this corporation is 3691 State Road 580, Suite H, Oldsmar, Florida 34677. The name of the initial registered agent of this corporation is Jeanne Rosenberger.

**ARTICLE XI. - BOARD OF DIRECTORS:**

The corporation shall have one director initially. The Directors of the Corporation shall be elected by a majority of the shares entitled to vote. 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:

DEANNA D. DUNBAR  
3691 STATE ROAD 580  
SUITE H  
OLDSMAR, FLORIDA 34677

**ARTICLE XII. - INCORPORATORS:**

The name and address of the Incorporator signing these articles is:

DEANNA D. DUNBAR  
3691 STATE ROAD 580  
SUITE H  
OLDSMAR, FLORIDA 34677

**ARTICLE XIII. - AMENDMENT:**

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

**ARTICLE XIV. - MAILING ADDRESS:**

The mailing address of the corporation shall be:

3691 STATE ROAD 580  
SUITE H  
OLDSMAR, FLORIDA 34677

IN WITNESS WHEREOF, the undersigned subscriber has executed these  
Articles of Incorporation on this the 3RD day of JULY, 1997.

  
DEANNA D. DUNBAR

STATE OF FLORIDA  
COUNTY OF PINELLAS

Before me, a notary public authorized to take acknowledgments in  
the State and County set forth above, personally appeared DEANNA  
D. DUNBAR, known to me and known by me to be the person who  
executed the foregoing Articles of Incorporation, and she  
acknowledged before me that she executed these Articles of  
Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed  
my official seal in the State and County aforesaid this 3RD day  
of JULY, 1997.

  
Notary Public  
My Commission Expires: 1/26/01



ACCEPTANCE OF REGISTERED AGENT

I, JEANNE ROSENBERGER, appointed pursuant to Article X of the  
Articles of Incorporation of PHYSICIANS CHOICE MANAGEMENT  
SERVICES, INC., do hereby accept that appointment as Registered  
Agent for said corporation.

  
JEANNE ROSENBERGER