

P97000060942



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 459870 4307404

AUTHORIZATION :

*Patricia P. [signature]*

COST LIMIT : \$ 70.00

FILED  
97 JUL 14 PM 3:19  
TALLAHASSEE, FLORIDA

ORDER DATE : July 11, 1997

ORDER TIME : 10:46 AM

ORDER NO. : 459870-040

CUSTOMER NO: 4307404

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CUSTOMER: Tom Caplis, Legal Assistant  
EPSTEIN BECKER & GREEN, P.C.

250 Park Avenue  
14th Floor  
New York, NY 10177

DOMESTIC FILING

NAME: PEARSALL MEDICAL MANAGEMENT,  
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

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

RECEIVED  
97 JUL 14 PM 12:19  
DIVISION OF CORPORATION

8AM JUL 14 1997

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ARTICLES OF INCORPORATION  
OF  
PEARSALL MEDICAL MANAGEMENT, INC.

FILED  
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TALLAHASSEE, FLORIDA

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The Corporate name for the corporation (hereinafter called the "corporation"), is: Pearsall Medical Management, Inc.

SECOND: The street address of the principal office of the corporation is 8471 S.E. Bristol Way, Jupiter, Florida 33458.

THIRD: The number of shares that the corporation is authorized to issue is 200 shares, all of which are without par value and are of the same class and are Common shares.

FOURTH: The street address of the initial registered office of the corporation in the State of Florida is c/o Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301.

The name of the initial registered agent of the corporation at the said registered office is Corporation Service Company.

FIFTH: The name and the address of the incorporator is:  
Danielle F. Milano, MD  
725 Independence Avenue, S.E.  
Washington, D.C. 20003

SIXTH: No holder of any of the shares of any class of the corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the corporation which the corporation proposes to issue or any rights or options which the corporation proposes to grant for the purchase of shares of any class of the corporation or for the purchase of any shares, bonds, securities, or obligations of the corporation which are convertible into or exchangeable for, or which carry any rights to subscribe for, purchase, or otherwise acquire shares of any class of the corporation; and any and all of such shares, bonds, securities, or obligations of the corporation, whether now or hereafter authorized or created, may be reissued if the same have been reacquired and if their reissue is not

prohibited, and any and all of such rights and options may be granted by the Board of Directors to such individuals and entities, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

SEVENTH: The purpose for which the corporation is organized, which shall include the authority of the corporation to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act. To have all of the general powers granted to corporations organized under the Florida Business Corporation Act, whether granted by specific statutory authority or by construction of law.

EIGHTH: The duration of the corporation shall be perpetual.

NINTH: The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

TENTH: Whenever the corporation shall be engaged in the business of exploiting natural resources or other wasting assets, distributions may be paid in cash out of depletion or similar reserves at the discretion of the Board of Directors and in conformity with the provisions of the Florida Business Corporation Act.

Signed on July 9, 1997.

  
Danielle F. Milano, MD,  
Incorporator

Having been named as registered agent and to accept services of process for the above-named corporation at the place designated in these Articles of Incorporation, 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.

CORPORATION SERVICE COMPANY

BY:

*John H. Pelletier*

JOHN H. PELLETIER

DATE:

ASST. VICE PRESIDENT

7/11/97

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97 JUL 14 PM 3:19  
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