



DAVID J. AUDLIN, JR.
ATTORNEY AT LAW

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July 1, 1997

Kathy Hyman, Document Specialist
Florida Department of State
Division of Corporations
New Filings Section
P.O. Box 6327
Tallahassee, FL 32314

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*****70.00 *****70.00

Re: Articles of Incorporation - William O. Whitehead, M.D., P.A.


Dear Ms. Hyman:

Enclosed please find Articles of Incorporation for a new Florida Corporation, which is to be named "William O. Whitehead, M.D., P.A." My check in the amount of \$70.00 is enclosed, in payment of the necessary filing fee.

Upon acceptance and filing by your office, please direct confirmation of filing to the undersigned.

Thank you for your cooperation and courtesy in this matter.

Sincerely yours,


David J. Audlin, Jr.
Attorney at Law, P.A.

Called 7-8-97

DMP
7/8/97

FILED
97 JUL -7 PM 2:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



DAVID J. AUDLIN, JR.
ATTORNEY AT LAW

July 9, 1997

Kathy Hyman, Document Specialist
Florida Department of State
Division of Corporations
New Filings Section
P.O. Box 6327
Tallahassee, FL 32314

Re: Acceptance of Designation as Registered Agent - William O. Whitehead, M.D., P.A.

Dear Ms. Hyman:

Enclosed please find Acceptance of Designation as Registered Agent to be filed in conjunction with the previously filed Articles of Incorporation for a new Florida Corporation, "William O. Whitehead, M.D., P.A."

Upon acceptance and filing by your office, please direct confirmation of filing to the undersigned.

Thank you for your cooperation and courtesy in this matter.

Sincerely yours,

David J. Audlin, Jr.
Attorney at Law, P.A.

**ARTICLES OF INCORPORATION
OF**

WILLIAM O. WHITEHEAD, M. D., P. A.

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97 JUL -7 PM 2:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. CORPORATE NAME.

The name of this corporation is WILLIAM O. WHITEHEAD, M.D., P.A.

ARTICLE II. PRINCIPAL OFFICE.

The principal place of business and mailing address of this corporation are 910 A Kennedy Drive., Key West, Monroe County, FL 33040.

ARTICLE III. CAPITAL STOCK.

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred (100).

ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE.

The name and address of the initial registered agent is: William O. Whitehead, M.D., 910 A Kennedy Drive, Key West, Monroe County, FL 33040.

ARTICLE V. INCORPORATOR.

The name and street address of the incorporator of these articles of incorporation is: William O. Whitehead, M.D., 910 A Kennedy Drive, Key West, Monroe County, FL 33040.

ARTICLE VI. DURATION OF CORPORATION

The duration of the corporation is perpetual.

ARTICLE VII. PURPOSE

The purpose of the corporation is to practice the profession of medicine. The sole and exclusive professional service to be rendered by the corporation is medicine.

ARTICLE VIII. SUBCHAPTER S LIMITATIONS

The aggregate number of shares which the corporation is authorized to issue is one hundred, and such shares shall be without par value. Such shares shall be of a single class, and all issued shares shall be held of record by not more than ten persons. Shares will be issued and transferred only to:

1. natural persons
2. estates, or
3. a trust described in 26 U.S.C. Section 1371 defining a qualified "small business corporation".

In addition, no shares shall be issued to or transferred to a nonresident alien.

ARTICLE IX. CORPORATE MANAGEMENT

The corporation shall have no board of directors, and all of the corporate powers shall be exercised by, and the business and affairs of the corporation shall be managed by and under the direction of, the shareholders.

ARTICLE X. QUORUM FOR TRANSACTION OF BUSINESS

The presence at any stockholders meeting, in person or by proxy, of persons entitled to vote all the shares of the corporation then issued and outstanding, shall constitute a quorum for the transaction of business.

ARTICLE XI. VOTING OF SHARES AND TRANSFERABILITY

The affirmative vote of all of the outstanding shares of the corporation shall be the act of the shareholders. All of the issued and outstanding shares of the corporation shall be made subject to restrictions on their transferability by agreement among the holders of such shares.

ARTICLE XII. RIGHTS AND POWERS

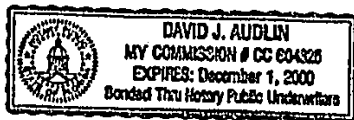
The corporation shall have all the rights and powers now or subsequently conferred on professional corporations by the laws of the State of Florida.

Executed by the undersigned at Key West, Monroe County, Florida, on this 1st day of July, 1997.

W. O. Whitehead
WILLIAM O. WHITEHEAD, M.D.

Sworn to and subscribed before me, the undersigned authority, by WILLIAM O. WHITEHEAD, M.D., who is personally known to me, on this 1st day of July, 1997.

David J. Audlin
NOTARY PUBLIC



In re: William O. Whitehead, M.D., P.A.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Acceptance of Designation as Registered Agent

Having been named as registered agent and designated to accept service of process for the above corporation, 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.


WILLIAM O. WHITEHEAD

7-7-97
DATE