

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(904) 224-8870 • 1-800-342-8062 • Fax (904) 222-1222

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Hospital Physicians, Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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Signature _____

Requested by: CJB

Name _____

Date 7.28

Time 8:59

Walk-In _____

Will Pick Up _____

☒ 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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**ARTICLES OF INCORPORATION
OF
HOSPITAL PHYSICIANS, INC.**

The undersigned, acting as incorporator(s) of a corporation under the Florida General Corporation Act, adopt the following articles of incorporation for such corporation:

ARTICLE I

The name of the corporation is **HOSPITAL PHYSICIANS, INC.**

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

ARTICLE IV

The corporation shall have authority to issue 100 shares all of one class, \$1.00 par value.

ARTICLE V

The address of the principal office and mailing address of the corporation is:

10 Highpoint Road, Tavernier, FL 33070

ARTICLE VI

The address of its initial registered office is:

10 Highpoint Road, Tavernier, FL 33070

and the name of its initial registered agent at said address is:

Sandra Schwemmer

ARTICLE VII

The initial board of directors shall consist of one director(s), whose name(s) and address(es) are:

Sandra Schwemmer

10 Highpoint Road, Tavernier 33070

ARTICLE VIII

The name(s) and address(es) of the incorporator is:

Sandra Schwemmer

10 Highpoint Road, Tavernier, FL 33070

ARTICLE IX

Preemptive Rights shall be as follows:

1. Shareholders of the corporation shall have preemptive rights to acquire their pro rata share of stock of the corporation for all issues of any class of stock of the corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the corporation, including but not limited to cash, other property, services, the acquisition of other corporations shares or property through merger or the extinguishment of debts. Preemptive rights shall apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.

2. This article pertaining to preemptive rights may not be amended or deleted without the unanimous vote of the shareholders of each affected class.


3. No issue of stock of the corporation shall take place unless the price at which

the stock is to be issued shall be unanimously approved by the shareholders of the corporation.

4. These preemptive rights shall apply to any corporate obligation which is convertible to or exchangeable for any stock of the corporation, or where there is attached to said obligation any stock warrants or rights which allow the holder to acquire by subscription or purchase any stock of the corporation.

ARTICLE X

These articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.



Incorporator

Dated: 7/14/97

STATE OF FLORIDA

COUNTY OF MONROE

Before me, the undersigned authority, personally appeared Sandra Schwemmer, who is personally known to me or who have produced PERSONALLY KNOWN as identification and is well known to be the persons described in and who subscribed the above articles of incorporation, and they did freely and voluntarily acknowledge before me

according to law that they made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal, at
Tavernier, in said County and State this 14 day of July, 1997.



COLLEEN OLSZEWSKI
My Commission CC628088
Expires Jan. 21, 2000

Colleen Olszewski
NOTARY PUBLIC
STATE OF FLORIDA

My Commission Expires:

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

The following is submitted pursuant to and in compliance with Sections 48.091 and 706.034, Florida Statutes: **Hospital Physicians, Inc.**, desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at the Village of Tavernier, County of Monroe, State of Florida, has named **Sandra Schwemmer**, of the County of Monroe and State of Florida, as its agent to accept service of process with the State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

[Signature]
Registered Agent

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