

P97000077117

DARBY, PEELE, BOWDOIN & PAYNE

A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

HERBERT F. DARBY, P.A.
S. AUSTIN PEELE, P.A.
W. RODERICK BOWDOIN, P.A.
M. BLAIR PAYNE
THOMAS J. KENNON, III
TERESA BYRD MORGAN

ATTORNEYS AT LAW

August 29, 1997

327 NORTH HERNANDO STREET
POST OFFICE DRAWER 1707
LAKE CITY, FLORIDA 32056
TELEPHONE (904) 752-4120
4576.03-97-369

Corporate Records Bureau
Division of Corporations
Secretary of State
Post Office Box 6327
Tallahassee, Florida 32314

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-09/02/97--01119--015
****122.50 ****122.50

Gentlemen:

Enclosed are original and photocopy of Articles of Incorporation of C. DWIGHT GROVES, M.D., P.A., a Florida corporation. Please file the original Articles of Incorporation, certify the copy and return it to us.

Also enclosed is our check in the sum of \$122.50 as payment for the following costs:

Filing fee	\$ 35.00
Fee for certified copy	52.50
Fee for designation of registered agent	<u>35.00</u>
Total	\$122.50

The registered agent for this corporation is designated in the Articles of Incorporation and has signed the same as an incorporator. We presume no separate certificate is required with regard to the designation of registered agent.

Thank you.

Pnc 9/5/97

Very truly yours,

S. Austin Peele
S. Austin Peele
For the firm

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Enclosures

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ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OF

C. DWIGHT GROVES, M.D., P.A.

The undersigned incorporator hereby forms and organizes a professional service corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is: C. DWIGHT GROVES, M.D.,
P.A.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

The nature of the business to be transacted by this corporation, and the objects and purposes of this corporation, shall be as follows:

A. To engage solely and specifically in the business of carrying on the general practice of medicine, including but without limitation the practice of obstetrics and gynecology;

B. To invest in real estate, mortgages, stocks, bonds or any other type of investments;

C. To own real and personal property necessary for the rendering of the above described professional services;

D. In general, to have and exercise all powers conferred by the laws of Florida upon professional service corporations, and to do any and all things hereinabove set forth to the same extent as a natural person might or could do.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of capital stock this corporation is authorized to have outstanding at any time is 1,000 shares of common stock, having a par value of \$1.00 per share, fully paid and non-assessable.

Authorized capital stock may be paid for in cash or property, at a just value, but not less than par value, fixed by the Board of Directors of this corporation.

ARTICLE V - REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is Route 17, Box 468, Lake City, Florida 32024. The initial registered agent of this corporation at such office is C. Dwight Groves, M.D. The registered agent, by signing these articles of incorporation, accepts appointment as such and certifies that he is familiar with and accepts the duties and responsibilities as registered agent for the corporation.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI - DIRECTORS

This corporation shall have one director initially. The number of directors may be increased or decreased from time to time as provided in the by-laws, but shall never be less than one.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The name and address of the sole member of the first Board of Directors is as follows:

<u>NAME</u>	<u>ADDRESS</u>
C. DWIGHT GROVES, M.D.	Route 17, Box 468 Lake City, Florida 32024

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator who has executed these Articles of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
C. DWIGHT GROVES, M.D.	Route 17, Box 468 Lake City, Florida 32024

ARTICLE IX: PRINCIPAL OFFICE

The principal office of the corporation shall be located at Route 17, Box 468, Lake City, Florida 32024, and the mailing address is the same.

ARTICLE X - AMENDMENT

These Articles of Incorporation may be amended, from time to time, 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 an amendment be made.

ARTICLE XI - LIMITATIONS OF CAPITAL STOCK

The following limitations shall apply to the issuance, ownership, sale or transfer of the capital stock of this corporation:

A. No one other than an individual, professional corporation, or professional limited liability company, duly licensed or otherwise legally authorized to render the same professional services as those for which this corporation was organized, may own any capital stock of this corporation.

B. No shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting another person with the authority to exercise the voting power of any or all of that shareholder's stock.

C. If any officer, shareholder, agent or employee of this corporation who has been rendering professional services to the

public of the type this corporation is organized to render, becomes legally disqualified to render such professional services within the State of Florida, or accepts employment that, pursuant to existing law, places restrictions or limitations upon such person's continued rendering of such professional services, that person shall sever all employment with, and financial interest in, this corporation;

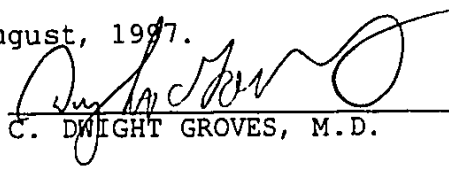
D. No shareholder of this corporation may sell or transfer shares of this corporation owned by such shareholder, except to another individual, professional corporation, or professional limited liability company, who is eligible to be a shareholder of this corporation. Any such sale or transfer may be made only after the same shall have been approved, at a shareholders' meeting specifically called for that purpose, by not less than a majority of the outstanding shares present at such shareholders' meeting, exclusive of the stock proposed to be sold. The shares of stock held by the shareholder proposing to sell or transfer such shares may not be voted or counted for any purpose at said meeting;

E. In the event there is now, or at any time in the future shall be more than one shareholder of this corporation, before capital stock is issued to any shareholder, each must have negotiated with the other shareholders and this corporation, an agreement providing for in the redemption or disposition of each

shareholder's capital stock if the interest of the shareholder in this corporation is terminated for any reason. An executed copy of the such agreements, from time to time entered into between the shareholders and this corporation, shall be filed with and made a part of the records of this corporation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation for the uses and purposes therein stated.

Dated this 28th day of August, 1997.

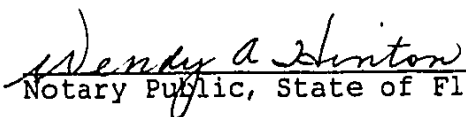

C. DWIGHT GROVES, M.D.

STATE OF FLORIDA

COUNTY OF COLUMBIA

The foregoing Articles of Incorporation were acknowledged before me by C. Dwight Groves, M.D., this 28 day of August, 1997, who is personally known to me or who produced _____ as identification.

(NOTARIAL SEAL)


Notary Public, State of Florida

(Type or Print Name)

My Commission expires:



Wendy A. Hinton
MY COMMISSION # C0806386 EXPIRES
October 8, 1998
BONDED THRU TROY FARM INSURANCE, INC.