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JAMES W. KAYWELL

OF COUNSEL:

RICHARD GREENWALD⁹

T. GRAF BUCKENMAIER, JR.

(ADMITTED IN CONNECTICUT AND NORTH CAROLINA ONLY)

JAMES W. KAYWELL, P.A.

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201 WEST MARION AVENUE

PUNTA GORDA, FLORIDA 33950-4492

SECRETARY OF STATE (941) 639-4343

TALLAHASSEE, FLORIDA

FAX: (941) 639-7121

LETTER OF TRANSMITTAL

September 30, 1997

Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: South Punta Gorda Medical Associates, Inc.

Dear Sir:

Enclosed please find the following: Original and one (1) copy of the Articles of Incorporation; Certificate of Designation of Registered Agent Registered Office; and a check in the amount of \$122.50.

is/are transmitted herewith:

- | | |
|---|---|
| <input checked="" type="checkbox"/> (X) For Filing | <input type="checkbox"/> () For Necessary Action |
| <input type="checkbox"/> () For Signature & Return | <input type="checkbox"/> () Per Your Request |
| <input type="checkbox"/> () For Signature & Forwarding | <input type="checkbox"/> () Approved As Noted Below |
| <input type="checkbox"/> () For Review & Comment | <input type="checkbox"/> () Disapproved |
| <input type="checkbox"/> () For Distribution | <input type="checkbox"/> () For Your Information & Records |
| <input type="checkbox"/> () For Recordation | <input type="checkbox"/> () See Remarks Below |
| <input type="checkbox"/> () For Payment | <input type="checkbox"/> () Execution |

Remarks: Please return certified copy of document(s) to my office. Thank you for your assistance.

Very truly yours,
JAMES W. KAYWELL, P.A.

James W. Kaywell
Enclosure(s)

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****122.50 ****122.50

P-Mail

OCT - 6 1997

**ARTICLES OF INCORPORATION OF
SOUTH PUNTA GORDA MEDICAL ASSOCIATES, INC.**

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The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, adopt the following articles of incorporation:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The corporation's name is **SOUTH PUNTA GORDA MEDICAL ASSOCIATES, INC.**

ARTICLE II - PRINCIPAL OFFICE

The address of the corporation's principal office is 100 Madrid Boulevard, Suite 111, Punta Gorda, FL 33950.

ARTICLE III -REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 201 W. Marion Avenue, Suite 207, City of Punta Gorda, County of Charlotte, State of Florida 33950. The name of the initial registered agent of the corporation, located at that office, is James W. Kaywell.

ARTICLE IV - DURATION

The period of the corporation's duration shall be perpetual, or until dissolved on a vote of the shareholders as provided in these articles.

ARTICLE V - PURPOSE

This corporation is organized for the following purposes:

- a. To engage, through duly licensed physicians, duly licensed chiropractors and other duly licensed medical personnel, acting either as employees or independent contractors, in the practice of medicine, including chiropractic medicine, and to operate a medical and chiropractic clinic for the purposes of providing health care and treatment.
- b. To associate or otherwise contract with other physicians, professional service corporations, hospitals, health care providers, health maintenance organizations, independent physician associations, physician provider organizations and other entities, associations or mediums necessary or helpful for the provision of health care services to patients.
- c. To promote medical, surgical, chiropractic, and scientific research and knowledge; to furnish related laboratory and clinical services; and to own real and personal property,

enter into contracts, and engage in any lawful business necessary for the rendering of the professional medical services.

- d. To transact any other lawful business for which corporations may be incorporated under the Florida Business Corporation Act or engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the preceding business.
- e. To do everything necessary, proper, or convenient to accomplish any of the purposes set forth in these articles, and to do every other act incidental to the corporate purposes which is not forbidden by Florida laws or by the provisions of these articles of incorporation.

ARTICLE VI - CAPITAL STOCK

The total number of shares of stock which the corporation shall be authorized to issue or have outstanding at any one time is One Thousand Shares (1000) shares. These shares shall be of a single class of common stock, and shall have a value of \$ 1.00 per share.

ARTICLE VII - CAPITALIZATION

The amount of capital with which the corporation will begin to practice the profession of medicine is not less than \$1,000.00.

ARTICLE VIII - CORPORATE POWERS

The corporation shall have all the rights and powers now or subsequently conferred on business corporations by the laws of the State of Florida, including, but not limited to those specified in the Florida Business Corporation Act, Fla. Stat. Chap. 607, as the same may be amended from time to time, including the following powers:

- 1. To sue and be sued, complain, and defend in its corporate name;
- 2. To have a corporate seal, which may be altered at will and to use it or a facsimile of it, by impressing or affixing it or in any other manner reproducing it;
- 3. To purchase, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal with real or personal property or any legal or equitable interest in property wherever located;
- 4. To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, and otherwise dispose of all or any part of its property;

5. To lend money to, and use its credit to assist, its officers and employees in accordance with Fla. Stat. s. 607.0833;
6. To purchase, receive, subscribe for, or otherwise acquire; own, hold, vote, use, sell, mortgage, lend, pledge, or otherwise dispose of; and deal in and with shares or other interests in, or obligations of, any other entity;
7. To make contracts and guarantees, incur liabilities, borrow money, issue its notes, bonds, and other obligations (which may be convertible into or include the option to purchase other securities of the corporation), and secure any of its obligations by mortgage or pledge of any of its property, franchises, and income and make contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by the contracting corporation; a corporation which owns, directly or indirectly, a majority of the outstanding stock of the contracting corporation; or a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by a corporation which owns, directly or indirectly, the majority of the outstanding stock of the contracting corporation, which contracts of guaranty and suretyship shall be deemed to be necessary or convenient to the conduct, promotion, or attainment of the business of the contracting corporation, and make other contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of the contracting corporation;
8. To lend money, invest and reinvest its funds, and receive and hold real and personal property as security for repayment;
9. To conduct its business, locate offices, and exercise the powers granted by this act within or without this state;
10. To elect directors and appoint officers, employees, and agents of the corporation and define their duties, fix their compensation, and lend them money and credit;
11. To make and amend bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for managing the business and regulating the affairs of the corporation;
12. To make donations for the public welfare or for charitable, scientific, or educational purposes;
13. To transact any lawful business that will aid governmental policy;
14. To make payments or donations or do any other act not inconsistent with law that furthers the business and affairs of the corporation;

15. To pay pensions and establish pension plans, pension trusts, profit-sharing plans, share bonus plans, share option plans, and benefit or incentive plans for any or all of its current or former directors, officers, employees, and agents and for any or all of the current or former directors, officers, employees, and agents of its subsidiaries;
16. To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder; and
17. To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other entity.

ARTICLE IX - INCORPORATORS

The name and street address of each person signing these articles of incorporation as an incorporator is:

<u>Name</u>	<u>Address</u>
James W. Kaywell	201 W. Marion Avenue, Suite 207 Punta Gorda, FL 33950

ARTICLE X - DIRECTORS

The corporation is to be managed by a board of directors. The number of directors constituting the initial board of directors is one (1), and the name and address of the initial director is:

<u>Name</u>	<u>Address</u>
Edward S. Bender, D.C.	100 Madrid Boulevard, #111 Punta Gorda, FL 33950

The initial director shall hold office until their successors are elected and qualified as provided in the bylaws. Then the term of office of each director shall be an annual term and until the election and qualification of a successor. The number of directors set forth in these articles of incorporation and constituting the initial board of directors shall be the authorized number of directors until that number is changed by a bylaw duly adopted by the shareholders.

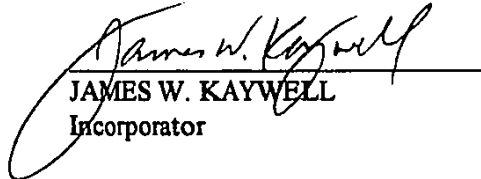
ARTICLE XI- BYLAWS

The initial director shall submit the proposed bylaws to the shareholders at a meeting to be held for that purpose not more than thirty (30) days following the issuance of the Certificate of Incorporation. Following the adoption of bylaws by affirmative vote of the shareholders, the internal affairs of the corporation are to be regulated and managed in accordance with the bylaws.

ARTICLE XII- DISSOLUTION

The corporation may be dissolved at any time (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least two-thirds of the outstanding shares of the corporation entitled to vote. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by the shareholder.

The undersigned incorporators of this corporation, have executed these articles of incorporation at Punta Gorda, Charlotte County, Florida, this September 30, 1997.


JAMES W. KAYWELL
Incorporator

State of Florida)
County of Charlotte) SS

Subscribed and acknowledged before me by JAMES W. KAYWELL, the Incorporator, who is personally known to me or who has produced Drivers License, as identification, on September 30, 1997.

(Affix Notary Seal)




Notary Public, State of Florida

JANET M. Phillips
Print Name of Notary Public

My Commission Expires: 7/1/2001

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT REGISTERED OFFICE

FILED

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PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

SOUTH PUNTA GORDA MEDICAL ASSOCIATES, INC.

2. The name and address of the registered agent and office is:

James W. Kaywell
201 W. Marion Avenue, Suite 207
Punta Gorda, Florida 33950

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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.


JAMES W. KAYWELL Registered Agent