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WEIDNER & WORTELBOER  
10161 CENTURION PARKWAY NORTH, SUITE 190  
JACKSONVILLE, FLORIDA 32256  
TELEPHONE (904) 641-0004  
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CRYSTAL H. RINER,  
ADMINISTRATOR

October 10, 1997

Via U.S. Mail

Attention: New Filings  
Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

200002320452--0  
-10/15/97--01012--009  
\*\*\*\*122.50 \*\*\*\*122.50

EFFECTIVE DATE  
10-10-97

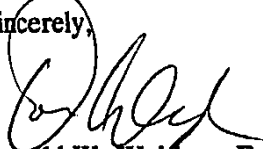
Re: Filing of Articles of Incorporation for Gulf U.S. Group, Inc.

Dear Division of Corporations:

Please find enclosed an original of the Gulf U.S. Group, Inc. Articles of Incorporation and a check in the amount of \$122.50 made payable to Secretary of State. Please file the same and return all correspondence to the above entitled firm to my attention.

Thank you for your cooperation.

Sincerely,

  
Donald W. Weidner, Esquire  
Corporate Counsel  
Gulf U.S. Group, Inc.

DWW:bsl  
Enclosure  
D:\WP60DOCS\95328\GULFUS.SEC

3977 5060  
SECRET  
TALLAHASSEE, FLORIDA  
97 OCT 15 AM 5:54  
FILED  
10/16/97

**ARTICLES OF INCORPORATION**  
**OF**  
**GULF U.S. GROUP, INC.**

FILED  
97 OCT 15 AM 11:54  
SECRET  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation.

**ARTICLE I**  
**Name**

EFFECTIVE DATE  
10-10-97

Section 1.1. Name. The name of this corporation is **Gulf U.S. Group, Inc.**, and the address is **111 Parker Lane, Madison, Mississippi 39110**.

**ARTICLE II**  
**Duration**

Section 2.1. Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

**ARTICLE III**  
**Powers**

Section 3.1. Powers. This corporation shall have all the powers conferred upon it by the laws of the State of Florida or of any other State or country to engage in any business not prohibited by the Florida Corporation Act.

**ARTICLE IV**  
**Capital Stock**

Section 4.1. Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 7,500 shares having no par value.

No person other than one licensed to practice medicine in the State of Florida shall be a shareholder of this corporation.

Section 4.2. Restrictions on Transfer of Stock. The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

#### **ARTICLE V** **Initial Registered Office and Agent**

Section 5.1. Name and Address. The street address of the initial registered office of this corporation is **10161 Centurion Parkway North, Suite 190, Jacksonville, Florida, 32256** and the name of the initial registered agent of this corporation at that address is **Donald W. Weidner, Esquire.**

#### **ARTICLE VI** **Bylaws**

Section 6.1. Bylaws. The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

#### **ARTICLE VII** **Incorporator**

Section 7.1. Name and Address. The name and street address of the incorporator of this corporation is **Donald W. Weidner, Law Office of Weidner and Wortelboer, 10161 Centurion Parkway North, Suite 190, Jacksonville, Florida 32256.**


#### **ARTICLE VIII** **Amendment**

Section 8.1. Amendment. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation by a vote of not fewer than sixty-six and six tenths percent (66.6%) of its Board of Directors of the corporation entitled to vote thereon, and any right conferred upon the shareholders is subject to this reservation.

**ARTICLE IX**  
**Dissolution**

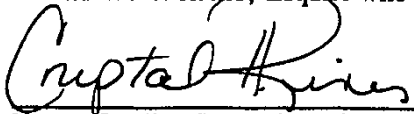
Section 9.1. Dissolution. The corporation may be dissolved at any time on the affirmative vote of the holders of at least sixty-six and six tenths percent (66.6%) of the Board of Directors of the corporation entitled to vote thereon. On dissolution, the corporation property and assets shall, after payment, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

IN WITNESS WHEREOF, the incorporator has executed these Articles the 10<sup>th</sup> day of Oct, 1997.

  
\_\_\_\_\_  
Donald W. Weidner, Esquire

STATE OF FLORIDA     )  
                                  ) ss:  
COUNTY OF DUVAL    )

The foregoing instrument was acknowledged before me this 10<sup>th</sup> day of Oct., 1997, by Donald W. Weidner, Esquire who is personally known to me.

  
\_\_\_\_\_  
Notary Public, State of Florida

My commission expires:



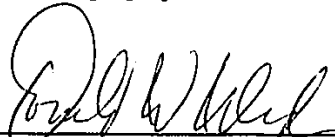
CRYSTAL H RINER  
My Commission CC499934  
Expires Oct. 08, 1999

**Certificate Designating or Changing Place  
of Business or Domicile for the Service of Process  
Within This State, Naming Agent Upon  
Whom Process May Be Served**

Pursuant to the requirements of Chapter 48.091, Florida Statutes, the following is submitted in compliance therewith:

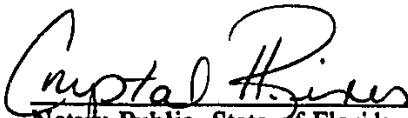
That **Gulf U.S. Group, Inc.**, a Florida Corporation, with its principal office as indicated in the Articles of Incorporation has named **Donald W. Weidner, Esquire**, at **10161 Centurion Parkway North, Suite 190, Jacksonville, Florida 32256** its agent to accept service of process within this State.

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, the undersigned hereby accepts to act in this capacity, and agrees to comply with the provision of said act relative to keeping open said office.

  
\_\_\_\_\_  
Donald W. Weidner, Esquire

STATE OF FLORIDA                    )  
  ) ss:  
COUNTY OF DUVAL                )

**SWORN TO AND SUBSCRIBED** before me this 10<sup>th</sup> day of Oct, 1997, by **Donald W. Weidner, Esquire** who is personally known to me.

  
\_\_\_\_\_  
Notary Public, State of Florida

My commission expires:

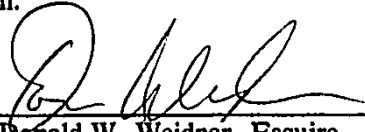


CRYSTAL H RINER  
My Commission CC490934  
Expires Oct. 08, 1999

FILED  
97 OCT 15 PM 11:54  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

**ACCEPTANCE**

I hereby agree to act as registered agent for Gulf U.S. Group, Inc., as stated in the Articles of Incorporation of said Corporation.

  
\_\_\_\_\_  
Donald W. Weidner, Esquire

FILED  
97 OCT 15 AM 11:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA