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TO: DIVISION OF CORPORATIONS

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NAME: PREMIER PRACTICE GROUP, INC.

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B. REGISTER NOV 12 1997

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ARTICLES OF INCORPORATION
OF
Premier Practice Group, P.A.

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

Article I

Name

Section 1.1. Name. The name of this professional corporation is Premier Practice Group, P.A.

Article II

Principal Office

The address of the principal office and mailing address of the professional corporation in the State of Florida is 4800 Beach Boulevard, Suite 10, Jacksonville, Florida 32207.

Article III

Duration

Section 2.1. Duration. This professional 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 IV

Purpose

Section 3.1. Purposes. This professional corporation is organized for the sole and specific purpose of engaging in every phase and aspect of the business of rendering the same professional services to the public that a doctor of medicine, duly licensed under the laws of the State of Florida, is authorized to render, but such professional services shall be rendered only through officers, employees and agents who are duly licensed under the laws of the State of Florida to practice medicine herein.

This professional corporation shall have all the powers conferred upon it by the laws of the State of Florida or of any other state or country and not prohibited by the Florida Professional Service Corporation Act; provided, however, that this corporation shall not engage in any business other than the rendering of the professional services described above for which it was organized.

It is expressly hereby provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this professional corporation otherwise

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permitted by law. .

Article V

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 three million (3,000,000) shares having \$.01 par value. No person other than one licensed to practice medicine in the State of Florida shall be a shareholder of this professional 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 VI

Initial Registered Office and Agent

Section 5.1. Name and Address. The street address of the initial registered office of this professional corporation is 1301 Riverplace Boulevard, Suite 1301, Jacksonville, Florida 32207, and the name of the initial registered agent of this corporation at that address is MOTOLAW, Inc.

Article VII

Directors

Section 6.1. Number. This professional corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one (1). The manner of selection of directors shall be as provided in the bylaws.

Section 6.2. Initial Directors. The name and street address of the member of the first board of directors of this professional corporation, who is licensed to practice medicine in the State of Florida, is:

| <u>Name</u> | <u>Address</u> |
|------------------------|--|
| Stephen D. Clark, M.D. | 4800 Beach Boulevard, Suite 10 Jacksonville, FL 32207 |

Section 6.3. Compensation. The board of directors is hereby specifically authorized to make provision for reasonable compensation to its members for their service as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any directors of this professional corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

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Section 6.4. Indemnification The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

Article VIII
Bylaws

Section 7.1. Bylaws The initial bylaws of this professional 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 IX
Incorporator

Section 8.1. Name and Address The name and street address of the incorporator of this professional corporation is MOTOLAW, Inc., a Florida corporation, 1301 Riverplace Boulevard, Suite 1301, Jacksonville, Florida 32207.

Article X
Amendment

Section 9.1. Amendment This professional corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation by a vote of not fewer than seventy-five percent (75%) of its shareholders, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles the 7th day of November, 1997.

MOTOLAW, Inc.

By: Peter O. Larsen
Peter O. Larsen
President

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**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Sections 48.091, 607.0501, 607.0505 and 621.13, Florida Statutes, the following is submitted:

Premier Practice Group, P.A., desiring to organize or qualify under the laws of the State of Florida hereby designates MOTOLAW, Inc. as its registered agent to accept service of process within the State of Florida, and the address of its registered office shall be 1301 Riverplace Boulevard, Suite 1301, Jacksonville, Florida 32207.

Dated: November 7, 1997

MOTOLAW, Inc., a Florida corporation

By: Peter O. Larsen
Peter O. Larsen
President

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: November 7, 1997

MOTOLAW, Inc., a Florida corporation

By: Peter O. Larsen
Peter O. Larsen
President

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