

**AUSLEY & McMULLEN**

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**P97000105880**

December 17, 1997

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-12/17/97-01002-014  
\*\*\*\*122.50 \*\*\*\*122.50

Via Hand Delivery

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32302

Re: Southeastern Medical Associates, P.A.

Dear Sir or Madam:

Enclosed for filing with your office are Articles of Incorporation for the above-referenced corporation. A check for \$122.50 to cover the filing fee and certified copy charge is enclosed.

IF YOU WILL CONTACT MY OFFICE AS SOON AS THIS DOCUMENT IS READY, I WILL ARRANGE FOR SOMEONE TO PICK IT UP.

If you have any questions or if any additional information is required, please do not hesitate to give me a call. Your assistance in this matter is appreciated.

Sincerely,

*Robert A. Pierce*  
Robert A. Pierce

RAP/ss  
Enclosures

**FILED**  
97 DEC 17 AM 11:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**RECEIVED**  
97 DEC 17 AM 9:32  
DIVISION OF CORPORATIONS

*12/17*

**ARTICLES OF INCORPORATION**  
**OF**  
**SOUTHEASTERN MEDICAL ASSOCIATES, P.A.**

The undersigned Incorporator hereby files these Articles of Incorporation in order to form a Corporation under the laws of the State of Florida.

**FILED**  
97 DEC 17 AM 10:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I.**  
**Name and Principal Office**

The name of this Corporation shall be **SOUTHEASTERN MEDICAL ASSOCIATES, P.A.** The principal place of business and mailing address of this Corporation is 1731 Riggins Road, Suite 207, Tallahassee, Florida 32308.

**ARTICLE II.**  
**Nature of Business**

The Corporation is organized for the purpose of engaging in any or all activity or business permitted under the Florida Professional Services Corporation Act for the rendering of professional medical services and related activities.

**ARTICLE III.**  
**Stock**

The authorized capital stock of this Corporation shall consist of 1,000,000 shares of common stock with a par value of \$1.00 per share. The stock of the Corporation shall be issued for such consideration as may be determined by the Board of Directors but not less than par value. Shareholders may enter into agreements with the Corporation or with each other to control or restrict the transfer of stock and such agreements may take the form of options, rights of first refusal, buy and sell agreements, or any other lawful form of agreements.

**ARTICLE IV.  
Powers**

This Corporation shall have all the corporate powers enumerated in the Florida Business Corporation Act.

**ARTICLE V.  
Incorporator**

The name and street address of the Incorporator of this Corporation is Robert A. Pierce, 227 South Calhoun Street, Tallahassee, Florida 32301.

**ARTICLE VI.  
Term of Corporate Existence**

This Corporation shall exist perpetually unless dissolved according to law.

**ARTICLE VII.  
Address of Registered Office and Registered Agent**

The street address of the initial Registered Office of this Corporation in the State of Florida shall be 227 South Calhoun Street, Tallahassee, Florida 32301. The name of the initial Registered Agent of the Corporation at the above address shall be Robert A. Pierce. The Board of Directors may from time to time change the Registered Office to any other address in the State of Florida or change the Registered Agent.

**ARTICLE VIII.**  
**Amendment**

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon Shareholders hereunder are granted subject to this reservation.

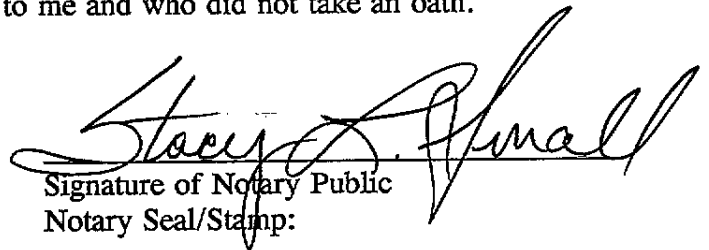
IN WITNESS WHEREOF, the undersigned, being the original subscribing Incorporator to the foregoing Articles of Incorporation, has executed these Articles of Incorporation this 17th day of December, 1997.



Robert A. Pierce  
Incorporator

STATE OF FLORIDA  
COUNTY OF LEON

The foregoing instrument was acknowledged before me this 17th day of December, 1997, by Robert A. Pierce, who is personally known to me and who did not take an oath.




Signature of Notary Public  
Notary Seal/Stamp:




**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND REGISTERED OFFICE**

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

**SOUTHEASTERN MEDICAL ASSOCIATES, P.A.**, desiring to organize as a corporation under the laws of the state of Florida, has designated 227 South Calhoun Street, Tallahassee, Florida 32301, as its initial registered office and has named Robert A. Pierce, located at said address, as its initial Registered Agent.

  
\_\_\_\_\_  
Robert A. Pierce  
Incorporator  
Date: December 17, 1997

Having been named Registered Agent and to accept service of process for the above-stated corporation at the place designated in this certificate, the undersigned hereby accepts said appointment and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties and is familiar with and accepts the obligations of his position as Registered Agent.

  
\_\_\_\_\_  
Robert A. Pierce  
Registered Agent  
Date: December 17, 1997

**FILED**  
97 DEC 17 AM 11:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA