



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 644789 4340257

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : December 22, 1997

ORDER TIME : 10:34 AM

ORDER NO. : 644789-005

CUSTOMER NO: 4340257

300002378873--7  
-12/22/97--01050--007  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

CUSTOMER: Kathleen Haggerty, Legal Asst.  
SMITH, HULSEY & BUSEY

225 Water St. / Ste. 1800  
First Union National Bank Twr.  
Jacksonville, FL 32202

DOMESTIC FILING

NAME: BAPTIST/ST. VINCENT'S  
PHYSICIAN MANAGEMENT COMPANY

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 DEC 22 PM 12:31

97 DEC 22 11:36  
12/22/97

**ARTICLES OF INCORPORATION  
OF  
BAPTIST/ST. VINCENT'S PHYSICIAN PRACTICE MANAGEMENT COMPANY**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 DEC 22 PM 12:31

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I-NAME**

The name of this Corporation is Baptist/St. Vincent's Physician Practice Management Company.

**ARTICLE II-PRINCIPAL OFFICE**

The street address of the initial principal place of business and mailing address of this Corporation are 1301 Riverplace Boulevard, Suite 1700, Jacksonville, Florida 32207.

**ARTICLE III-CAPITAL STOCK**

The number of shares of stock that this Corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of common stock with a par value of \$.01 per share.

**ARTICLE IV-PURPOSE**

This Corporation is organized as a corporation pursuant to Chapter 607, Florida Statutes (1995), including subsequent amendments or restatements thereof, for the purpose of conducting business as a physician practice management company and all other lawful business and to exercise all powers granted to a corporation organized under the laws of the State of Florida, as in effect from time to time.

**ARTICLE V-INITIAL REGISTERED AGENT AND ADDRESS**

The name and address of the initial registered agent are Smith Hulsey & Busey, 225 Water Street, Suite 1800, Jacksonville, Florida 32202.

#### ARTICLE VI-INDEMNIFICATION

Directors and officers of this Corporation shall, and employees and agents may, be indemnified to the fullest extent permitted by Florida law.

#### ARTICLE VII-BYLAWS

The Board of Directors shall adopt Bylaws for this Corporation and from time to time may modify, alter, amend or rescind the same in the manner provided in the Bylaws. However, amendments to the Bylaws shall not become effective until ratified (i) by the shareholder of this Corporation, acting by the affirmative vote of at least three-fourths of its directors then in office, and (ii) solely in respect of amendments that change the mission and philosophy statement of this Corporation, by Baptist Health System, Inc., and Daughters of Charity National Health System-East, Inc.

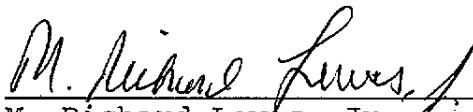
#### ARTICLE VIII-AMENDMENTS

This Corporation may amend, alter or repeal any provision of these Articles of Incorporation in the manner now or hereinafter provided by Florida law. However, amendments to the these Articles of Incorporation shall not become effective until ratified (i) by the shareholder of this Corporation, acting by the affirmative vote of at least three-fourths of its directors then in office, and (ii) solely in respect of amendments that change the mission and philosophy statement of this Corporation, by Baptist Health System, Inc., and Daughters of Charity National Health System-East, Inc.

#### ARTICLE IX-INCORPORATOR

The name and street address of the incorporator are M. Richard Lewis, Jr., 225 Water Street, Suite 1800, Jacksonville, Florida 32202.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 19th day of December, 1997.

  
M. Richard Lewis, Jr.

**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

FILED  
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DIVISION OF CORPORATIONS  
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Pursuant to the provisions of Section 607.0501, Florida Statutes, Baptist/St. Vincent's Physician Practice Management Company, organized under the laws of the State of Florida, submits the following statement in designating its registered office/registered agent, in the State of Florida.

1. The name of the Corporation is Baptist/St. Vincent's Physician Practice Management Company.

2. The name and address of the registered agent and office are Smith Hulsey & Busey, 225 Water Street, Suite 1800, Jacksonville, Florida 32202.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, SMITH HULSEY & BUSEY HEREBY ACCEPTS THE APPOINTMENT AS REGISTERED AGENT AND AGREES TO ACT IN THIS CAPACITY. SMITH HULSEY & BUSEY FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF ITS DUTIES, AND IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS OF ITS POSITION AS REGISTERED AGENT.

SMITH HULSEY & BUSEY

  
By: M. Richard Lewis, Jr.  
Its: Vice President

Date: December 19, 1997