

P98000008484

JOHN MOXLEY, P. A.
ATTORNEY AT LAW
2320 NORTHEAST 2ND STREET, SUITE 4
OCALA, FLORIDA 34470

December 29, 1997

TELEPHONE (352) 732-8085
FAX (352) 732-1686

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

700002386987-011
12/31/97-01033-016
****122.50****122.50

RE: WOOD OAKS FAMILY PRACTICE, P.L.

EFFECTIVE DATE

1-1-98

Dear Sir or Madam:

Enclosed please find two fully executed Articles of Incorporation for the above referenced corporation. Also enclosed is my check in the sum of \$122.50 as payment of the various fees calculated as follows:

Filing fee	35.00
Certified copy of Articles	52.50
Registered Agent Fee	35.00
TOTAL:	\$122.50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 31 AM 8:00

I have also enclosed a Consent to Use of Fictitious Name, executed by Pamela R. Lewin, M.D., regarding the use of "Wood Oaks Family Practice".

Providing everything is in order, please certify and return one set of the Articles of Incorporation.

Thank you for your assistance in this matter.

Name	11/5/98
Availability	Very truly yours,
Document Examiner	John Moxley
Updater	John Moxley
Updater Verifier	JM/pep Enc.
Acknowledgement	DCC
W. P. Verifier	DCC

ST
1/28

W98000000453

JOHN MOXLEY, P. A.
ATTORNEY AT LAW
2320 NORTHEAST 2ND STREET, SUITE 4
OCALA, FLORIDA 34470

January 21, 1998

TELEPHONE (352) 732-8085
FAX (352) 732-1686

Secretary of State
Division of Corporations
Attn: Diane Cushing, Corp. Spcl.
P.O. Box 6327
Tallahassee, FL 32314

RE: WOOD OAKS FAMILY PRACTICE, P.A.
Ref No. W98000000453

Dear Ms. Cushing:

My office previously submitted a *Florida Limited Liability Company* for Wood Oaks Family Practice, P.L. The incorporator has decided not to go forward as a limited liability company and I submit herewith, two fully executed Articles of Incorporation for the above referenced corporation. My trust account check in the sum of \$122.50, was submitted with the previous documents and is being held in your office and I request that you apply the funds to this incorporation.

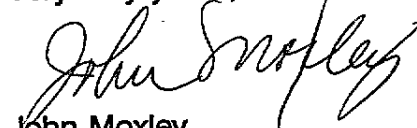
I am also resubmitting, at this time, a Consent to Use of Fictitious Name, executed by Pamela R. Lewin, M.D., regarding the use of "Wood Oaks Family Practice".

Providing everything is in order, please certify and return one set of the Articles of Incorporation.

Please note that the filing date of the previously submitted documents should serve as the filing date for these Articles.

Thank you for your assistance in this matter.

Very truly yours,


John Moxley

JM/pep
Enc.

Returned
to
law
office



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 8, 1998

JOHN MOXLEY, P.A.
2320 NORTHEAST 2ND STREET, SUITE 4
OCALA, FL 34470

SUBJECT: WOOD OAKS FAMILY PRACTICE, P.L.
Ref. Number: W98000000453

We have received your document for WOOD OAKS FAMILY PRACTICE, P.L. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

We are sending you our application for a Florida Limited Liability Company. Please complete it and make the necessary adjustments for the Professional requirements. Your articles contains wording that shouldn't be in it (for example the word corporation, a limited liability company is not consider a corporation).

The fees for a limited liability company breakdown as follows: \$250 filing fee, \$35 for designation of registered agent, \$52.50 for an optional certified copy, and \$8.75 for an optional certificate of status.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 198A00001039

ARTICLES OF INCORPORATION

of

WOOD OAKS FAMILY PRACTICE, P.A.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 31 AM 8:09

I, the undersigned, and subscriber to these Articles of Incorporation, a natural person, competent to contract, and duly licensed to render services as a medical doctor and physician under the laws of the State of Florida, do hereby associate for profit, and present these Articles for the formation of a corporation under the Professional Service Corporation and Limited Liability Company Act, F.S. §621, and such other laws as are applicable to the practice of medicine in the State of Florida.

EFFECTIVE DATE

I.

1-1-98

The name of the corporation shall be WOOD OAKS FAMILY PRACTICE, P.A.

II. Purpose

The purpose for which the Corporation is organized is to engage in and carry on all branches of the practice of medicine within the State of Florida and to do those things that are necessary or proper in connection with the practice, including, but not limited to, the following:

(a) To purchase, lease, or otherwise acquire, to own, hold, maintain, improve, operate, mortgage, sell, pledge, convey, lease, sublease, or otherwise deal in and dispose of personal and real property of every kind, character, and description whatsoever in furtherance of the professional business of the Corporation and in connection with any other proper business activity in which the Corporation may engage.

(b) To enter into and make all necessary contracts for the conduct of its professional business with any person, partnership, association, corporation or other entity and to perform, carry out, cancel and rescind those contracts.

(c) To borrow or raise money reasonably required in the conduct of its professional business and in connection with any proper business activity in which the Corporation may be engaged, and to execute and deliver any instruments that may be necessary to evidence the borrowing.

(d) To form and become a participant in any partnership, limited partnership, or joint venture with any other individuals, firms, corporation, or entities, and to become a shareholder in any corporation for profit and to become a member of any association, nonprofit corporation or other entity.

(e) To carry on any other business in connection with and incidental to any of the foregoing businesses, transactions, and dealings; and to do any other act legal under the laws of the State of Florida with all the powers conferred on corporations by the laws of the State of Florida.

(f) To invest the funds of the Corporation in real properties, mortgages, bonds, or any other types of investments, and while the owner or holder of any such real properties, mortgages, stocks, bonds or other types of investments, to receive, collect, reinvest, and dispose of the interest, dividends, and income arising from such property, and to possess and exercise in respect thereof all the rights, powers, and privileges of ownership, including all voting powers of any stocks so owned.

(g) To establish and carry out pension, profit-sharing, share-bonus, share-purchase, incentive and benefit plans, trusts, and provisions, for the directors, officers and employees of the Corporation.

(h) To restrict the manner in which, and the persons to whom its capital stock shall be issued or transferred and to enact bylaws to put these restrictions into effect.

(i) To do everything necessary, proper, advisable, or convenient to accomplish the purposes, attain the objectives or further the powers that are set forth in these Articles of Incorporation and that are incidental to, pertaining to, or growing out of its professional business or that arise otherwise, and at all times comply with the provisions of the *Florida Professional Service Corporation and Limited Liability Company Act*, as presently enacted and as may be amended or superseded by any other statute.

III. Shares

The maximum number of shares of stock this corporation is authorized to have outstanding at any one time, shall be **One Thousand (1,000)** shares of common stock, with a par value of **\$1.00** per share. None of the shares of this corporation may be issued to anyone other than an individual duly licensed to practice medicine in the State of Florida.

IV. Capital

The amount of capital with which the corporation shall begin business shall be **One Thousand Dollars and No/100 (\$1,000.00)**.

V. Duration

The corporation shall have perpetual existence unless sooner terminated or discontinued by law.

VI. Principal Address

The initial mailing and street address of the principal office of the Corporation is 150 SE 17th St., Suite 504, Ocala, Florida 34471.

VII. Number of Directors

The number of directors of this corporation shall be **one (1)** unless and until the number shall be changed by the stockholders at any meeting lawfully held, or by the directors when so authorized by the by-laws.

VIII. Board of Directors

The name and street addresses of the members of the first Board of Directors who shall hold office for the first year of existence of the corporation or until their successors are elected or appointed and have qualified, are as follows:

PAMELA LEWIN, M.D., 150 SE 17th St., Suite 504, Ocala, Florida 34471.

IX. Incorporators

The name and street address of each person signing the Articles of Incorporation as a subscriber is as follows:

PAMELA LEWIN, M.D., 150 SE 17th St., Suite 504, Ocala, Florida 34471.

X. Registered Agent

The name and address of the Registered Agent of the corporation is as follows:

JOHN MOXLEY, P.A., located at 2320 NE 2nd St., Suite 4, Ocala, Florida 34470.

XI. Effective Date

This corporation shall begin business on January 1, 1998.

XII. Indemnification

Right to Indemnification.

12.1 To the extent the law permits, the Corporation shall indemnify each of its officers, directors, and employees, whether or not then in office, and his or her heirs and legal representatives, against all expenses, judgments, decrees, fines, penalties, or other amounts actually and reasonably incurred, in settlement of, or in connection with the

defense of any pending or threatened action, suit, or proceeding, civil or criminal, to which he or she is or may be made a party by reason of having been a director, officer, or employee of the Corporation. Without limitation, the term "expenses" shall include all counsel fees, expert witness fees, court costs and any other costs of a similar nature. The Corporation shall not, however, indemnify any officer, director, or employee until the Board of Directors consisting of Directors who were not parties to such action, has determined, by majority vote at a meeting or by a written instrument signed by majority of the directors who were not parties to such action, that the officer, director, or employee:

(a) Was not grossly negligent in his or her duty to the Corporation, nor guilty of intentional misconduct in the performance of duties to the Corporation;

(b) Acted in good faith in what he or she reasonably believed to be in the best interests of the Corporation; and

(c) In any matter subject to criminal action, suit or proceeding had no reasonable cause to believe that the conduct was unlawful.

Written Demand for Indemnification.

12.2 Any officer, director or employee who is entitled to indemnification from the Corporation may make a written demand on the Board of Directors, by serving the written demand on the President or the Secretary (unless the President and the Secretary are both making the demand, in which case service may be made on any other officer of the corporation). If the Board of Directors does not within 30 days after service of the written demand, determine that the officer, director or employee is entitled to indemnification, the officer, director or employee may, within 30 days following date of service of the demand, apply to a court of general jurisdiction in the county in which the Corporation maintains its principal office, to consider the matters referred to in Subparagraphs (a), (b) and (c) of Paragraph 12.1. If the court determines that the conduct of the officer, director, or employee was such as to meet the requirements in the subparagraphs, the court shall order the Corporation to indemnify the officer, director, or employee to the same extent as if the Board of Directors had originally made the determination.

WITNESS the hand and seal of the Incorporator this 21st day of January,

1998.


PAMELA R. LEWIN, M.D.

STATE OF FLORIDA
COUNTY OF MARION

BEFORE ME, a Notary Public in and for the State of Florida, this day appeared Pamela R. Lewin, M.D., personally known to me known and who is the person described in and who executed the foregoing instrument and who acknowledged before me the execution thereof for the uses and purposes therein expressed and stated.

WITNESS my hand and official seal at Ocala, Marion County, Florida, this 21st day of January, 1998.

Patricia E. Paulson
Notary Public
My commission expires:




Patricia E Paulson
My Commission CC596316
Expires October 27, 2000

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

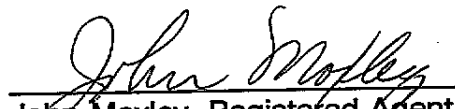
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 31 AM 8:09

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First, that WOOD OAKS FAMILY PRACTICE, P.A., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in Marion County, State of Florida, has named JOHN MOXLEY, P.A., 2320 NE 2nd St., Suite 4, Ocala, Florida 34470, as its agent to accept service of process within Florida.


Pamela R. Lewin, M.D., 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 act in this capacity, and I further agree to comply with the provisions of all the statutes relative to the proper and complete performance of my duties.


John Moxley, Registered Agent

Dated this 21st day of January, 1998.