

# Gary S. Edinger

Attorney at Law

305 N.E. 1st Street • Gainesville, FL 32601 • Phone (352) 338-4440 • FAX (352) 337-0696

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March 17, 1998

Division of Corporations  
Florida Department of State  
409 East Gaines Street  
Tallahassee, Florida 32399

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-03/18/98--01058--010  
\*\*\*\*122.50 \*\*\*\*122.50

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RE: Incorporation of: Primecare of Gainesville, Inc.

Dear Sir or Madam:

Enclosed are the original and one copy of the Articles of Incorporation for each of the above-referenced proposed Florida corporations. Also enclosed are separate checks in the amount of \$122.50 each, representing payment of the following items for each corporation:

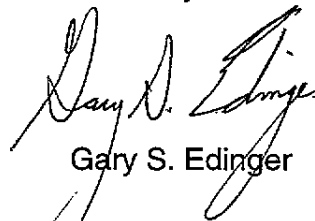
Filing Fee	\$35.00
Certified Copy Fee	\$52.50
Registered Agent Fee	\$35.00
TOTAL	\$122.50

FILED  
98 MAR 18 AM 9:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Please file the enclosed Articles of Incorporation and return a certified copy for each corporation to the undersigned.

If the fees stated above have changed, or if there is anything further you require, please advise at your earliest convenience. Thank you for your kind assistance in this matter.

Sincerely,



Gary S. Edinger

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Enclosures

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**ARTICLES OF INCORPORATION**  
**OF**  
**PRIMECARE OF GAINESVILLE, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to the Articles of Incorporation being a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I**

**Name**

The name of this corporation is PRIMECARE OF GAINESVILLE, INC.

**ARTICLE II**

**General Nature of Business**

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the State of Florida, including but not limited to provision of medical services.

**ARTICLE III**

**Capital Stock**

The maximum number of shares of capital stock the Corporation shall be authorized to have outstanding is 10,000 shares of Class A voting common stock with 1 mill (\$0.001) par value and 10,000 shares of Class B nonvoting common stock with 1 mill (\$0.001) par value. The corporation shall have a lien on its shares of stock for any debts or liability incurred to it by a shareholder before being notified of the transfer or levy on such shares.

**ARTICLE IV**

**Duration**

This corporation shall exist perpetually, commencing upon filing of these Articles.

**ARTICLE V**

**Initial Principal Office and Registered Agent**

The Registered Agent and the street address of the initial Registered and Principal Office of this Corporation in the State of Florida shall be as follows:

GARY S. EDINGER, Esquire  
305 N.E. 1st Street  
Gainesville, Florida 32601

The Board of Directors may from time to time move the Registered Office to any other address in the State of Florida.

**ARTICLE VI**

**Board of Directors**

The corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-laws adopted by the stockholders, but shall never be less than one.

**ARTICLE VII**

**Initial Director**

The name of the initial director of this Corporation and his street address is:

<u>Name</u>	<u>Address</u>
RALPH H. HARTKE, JR., M.D.	2005 N.W. 135th Terrace Gainesville, Florida 32606

The person named as initial director shall hold office for the first year of existence of this Corporation or until his successor(s) are elected or appointed and are qualified, whichever first occurs.

**ARTICLE VIII**

**Indemnification**

The Corporation shall have the authority, but is not required to indemnify any Director, Officer, employee or agent of the Corporation under those circumstances in which indemnification would be proper pursuant to Florida law.

**ARTICLE IX**

**Incorporator**

The name and street address of the person signing these Articles is:

<u>Name</u>	<u>Address</u>
RALPH H. HARTKE, JR., M.D.	2005 N.W. 135th Terrace Gainesville, Florida 32606

**ARTICLE X**

**Amendment**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by two-thirds vote of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.

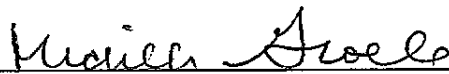
IN WITNESS THEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 27<sup>th</sup> day of February, 1998.



\_\_\_\_\_  
RALPH H. HARTKE, JR., M.D.

STATE OF FLORIDA  
COUNTY OF ALACHUA

BEFORE ME, the undersigned authority, personally appeared RALPH H. HARTKE, JR., M.D., who is personally known to me, or who produced a Florida driver's license as identification, and who did not take an oath, and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to same on the 27<sup>th</sup> day of February, 1998.



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NOTARY PUBLIC, State of Florida  
My Commission Expires:

MICHELE B. GROEB  
Notary Public - State of Florida  
My Commission Expires Sep 20, 1999  
Commission # CC496868

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
THE SERVICE OF PROCESS WITHIN THIS STATE; NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED**

The following is submitted, in compliance with Section 48.091, Florida Statutes:

That PRIMECARE OF GAINESVILLE, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at the City of Gainesville, County of Alachua, State of Florida has named GARY S. EDINGER, Esquire, located at 305 N.E. 1st Street, City of Gainesville, County of Alachua, State of Florida as its agent to accept service of process within this State.

**ACKNOWLEDGMENT**

Having been named to accept the service of process for the above stated Corporation at the place designated in this certificate, I hereby accept the responsibility to act in this capacity, and I agree to comply with the provisions of said Act relative to keeping open said office.

BY:

  
GARY S. EDINGER

FILED  
98 MAR 18 AM 9:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA