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AN ASSOCIATION OF PROFESSIONAL CORPORATIONS

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 28 PM 12:24

April 27, 1998

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

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-04/28/98-01076-013
****122.50 ****122.50

Re: Articles of Incorporation for: Planet Earth Enterprises, Inc.,
Gulf Coast Women's Health Care, Inc.,
Richard Scott Vanderburg, D.O., P.A.,
Dina Marie Navarro, D.O., P.A.

Dear Sir:

Enclosed please find the original and one copy of the Articles of Incorporation with reference to the above corporations. Please file the original with your office and return one certified copy to my office at your earliest convenience.

Also included are four checks in the amount of \$122.50 which includes \$35.00 filing fee for profit corporation; \$35.00 certificate designating resident agent; and \$52.50 for certified copies of the Articles of Incorporation.

If there is any question, please contact the undersigned.

Very truly yours,

Lisa M. Callaghan

LISA M. CALLAGHAN
Legal Assistant to:
DAVID A. SAPP

Lisa Callaghan GAVE
AUTHORIZATION BY PHONE TO
CORRECT *HA name*
DATE *4/30/98*
DOC. EXAM *Dina Brown*

:lmc
Enclosure (s)

**ARTICLES OF INCORPORATION
OF
RICHARD SCOTT VANDERBURG, D.O., P.A.**

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The undersigned natural person, who is licensed or otherwise legally authorized to practice the profession of medicine in the State of Florida, hereby intends to form a professional corporation in accordance with the Florida Professional Service Corporation Act, and hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I. NAME

The name of the corporation is Richard Scott Vanderburg, D.O., P.A.

ARTICLE II. DURATION

The duration of the corporation shall be perpetual and its existence shall commence on the filing of these Articles with the Florida Department of State, Division of Corporations.

ARTICLE III. PURPOSE

This corporation is organized for the following purposes:

- a. To engage in the practice of medicine as a professional corporation and to own and operate a medical clinic for the purposes of providing medical care and treatment.
- b. To promote medical, surgical, and scientific research and knowledge; to furnish related laboratory and clinical services; and to own real and personal property, enter into contracts, and engage in any lawful business necessary for the rendering of such professional services.
- c. To do everything necessary, proper, or convenient for the accomplishment of any of the purposes set forth in these Articles, and to do every other act incidental to the corporate purposes which is not forbidden by the laws of the State of Florida or by the provisions of these Articles of Incorporation.

The purpose of this corporation shall be carried out only through officers, employees, and agents, each of whom is duly licensed or otherwise legally qualified to render professional medical services in the State of Florida.

ARTICLE IV. CORPORATE POWERS

The corporation shall have all the rights and powers now or hereafter conferred on professional corporations by the laws of the State of Florida.

ARTICLE V. CAPITAL STOCK

The total number of shares of capital stock which the corporation shall be authorized to issue is 1,000 shares. Such shares shall be of a single class of common stock and shall have a par value of One Dollar Dollars (\$1.00) per share.

ARTICLE VI. PRINCIPAL OFFICE

The address of the corporation's principal office and the street address of its initial registered office is 113 Doctor Park Drive, Milton, Florida. The mailing address of the corporation is 113 Doctor Park Drive, Milton, Florida 32570. The name of the initial registered agent of the corporation located at such office is Richard Scott Vanderburg,

ARTICLE VII. SUBSCRIBERS

The name and address of the person signing these Articles of Incorporation as an incorporator is:

Name	Address
Richard Scott Vanderburg	5582 Oakmont Drive Pace, Florida 32571

ARTICLE VIII. DIRECTORS

The corporation shall have on (1) Director initially. The number of Directors may be either increased or diminished from time to time by the bylaws of the Corporation but shall never be less than one. The initial Director shall hold office until his successor is elected and qualify as provided in the bylaws.

ARTICLE IX. BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X. AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XL DISSOLUTION

The corporation may be dissolved at any time (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at a majority of the outstanding shares of the corporation entitled to vote thereon. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

IN WITNESS WHEREOF, I, the undersigned incorporator of this corporation, have executed these Articles of Incorporation at Pensacola, Florida, on this 24th day of April 1998.

R. Vanderburg, D.O.
RICHARD SCOTT VANDERBURG

ACCEPTANCE OF REGISTERED AGENT

Having been named as resident agent and to accept the service of process for the above stated corporation, at the place designated in the Articles of Incorporation, the undersigned hereby accepts to act in this capacity and agrees to comply with the provisions of law relative to keeping open said office. I am familiar with and accept the obligations of my position as registered agent.

Dated this 24th day of April, 1998.

BY: R. Vanderburg, D.O.
RICHARD SCOTT VANDERBURG

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