



P98000052141

ACCOUNT NO. : 072100000032

REFERENCE : 851043 4381472

AUTHORIZATION : Patricia P. [Signature]

COST LIMIT : \$ 122.50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 10 AM 8:35

ORDER DATE : June 10, 1998

ORDER TIME : 1:48 PM

ORDER NO. : 851043-005

CUSTOMER NO: 4381472

000002555230--8

CUSTOMER: Ms. Jane B. Palmier
BROAD AND CASSEL

Suite 1100
390 North Orange Avenue
Orlando, FL 32801

DOMESTIC FILING

NAME: WINTER PARK EMERGENCY
PHYSICIANS, P.A.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Robert Maxwell

EXAMINER'S INITIALS:

RECEIVED
98 JUN 10 PM 2:36
DIVISION OF CORPORATION

6-11
105

**ARTICLES OF INCORPORATION
OF
WINTER PARK EMERGENCY PHYSICIANS, P.A.**

The undersigned, acting as sole incorporator of WINTER PARK EMERGENCY PHYSICIANS, P.A., under Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I

Name

The name of the corporation shall be **WINTER PARK EMERGENCY PHYSICIANS, P.A.** (the "Corporation")

ARTICLE II

Duration

The period of existence of the Corporation is perpetual.

ARTICLE III

Principal Office; Mailing Address

The mailing address and location of the principal office of the Corporation is 1731 Santa Maria Place, Orlando, Florida 32806. The location of the principal office shall be subject to change as may be provided in the Corporation's bylaws.

ARTICLE IV

Initial Registered Office and Agent

The address of the initial registered office of the Corporation is 390 North Orange Avenue, Suite 1100, Orlando, Florida 32801, and the initial registered agent at such address is B&C Corporate Services of Central Florida, Inc.

ARTICLE V

Authorized Shares

The aggregate number of shares the Corporation is authorized to issue is fifty thousand (50,000) shares of common stock, \$0.01 par value per share.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 10 AM 8:35

ARTICLE VI

Shareholders

The Corporation shall have one (1) class of shareholders. The rights and privileges appurtenant to the shareholders shall be as specified in the Bylaws of the Corporation.

ARTICLE VII

Purpose

The Corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida. The specific nature of the business is to practice cardiology and other related medical services.

ARTICLE VIII

Incorporator

The name and address of the sole incorporator of the Corporation is: Christopher D. Rolle, 390 North Orange Avenue, Suite 1100, Orlando, Florida 32801.

IN WITNESS WHEREOF, these Articles of Incorporation have been signed by the undersigned incorporator this 9th day of June, 1998.

A handwritten signature in black ink, appearing to read "Christopher D. Rolle", is written over a horizontal line.

Christopher D. Rolle, Incorporator

**ACCEPTANCE OF APPOINTMENT BY
INITIAL REGISTERED AGENT**

THE UNDERSIGNED, having been named in Article IV of the foregoing Articles of Incorporation as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that it is familiar with, and hereby accepts, the obligations set forth in Section 607.0505 of the Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to it as Registered Agent of the corporation.

DATED this ____ day of June, 1998.

**B&C Corporate Services of Central
Florida, Inc.**, a Florida corporation

By: *J. Burton Spraker*
Name: *J. BURTON SPRAKER*
Title: *Vice President*

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 10 AM 8:35