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LAW OFFICES OF
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FAX (904) 353-7625

June 10, 1998

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

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-06/11/98-01074-011
****122.50 ****122.50

Re: Emergency Physicians of St. Johns County, Inc.

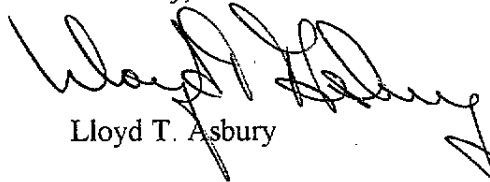
Dear Sir:

Enclosed is an original and one copy of Articles of Incorporation for Emergency Physicians of St. Johns County, Inc. along with our check in the amount of \$122.50 for filing fee and a certified copy.

Please return the certified copy to our office in the enclosed airborne express envelope.

Please note that this corporation is to be effective June 10, 1998.

Sincerely,


Lloyd T. Asbury

EFFECTIVE DATE

6-10-98

LTA:ahc
Enclosures

FILED
98 JUN 11 AM 8:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PN 6-15-98

ARTICLES OF INCORPORATION
OF
EMERGENCY PHYSICIANS OF ST. JOHNS COUNTY, INC.

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 shall be:

EFFECTIVE DATE

6-10-98

EMERGENCY PHYSICIANS OF ST JOHNS COUNTY, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

EMERGENCY PHYSICIANS OF ST JOHNS COUNTY, INC.
168 University Blvd. N.
Jacksonville, Florida 32211

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TALLAHASSEE, FLORIDA

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 Shares of Common Stock having a par value of \$1.00 per share.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

LLOYD T. ASBURY
214 N. Clay Street
Jacksonville, Florida 32202

ARTICLE V INCORPORATOR

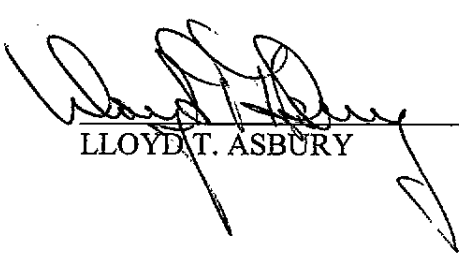
The name and street address of the incorporator to these Articles of Incorporation are:

LLOYD T. ASBURY
214 N. Clay Street
Jacksonville, Florida 32202

ARTICLE VI COMMENCEMENT AND DURATION

Corporate existence shall commence June 10, 1998 and the corporation shall exist perpetually.

The undersigned has executed these Articles of Incorporation this 10th day of June, 1998.



LLOYD T. ASBURY

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, EMERGENCY PHYSICIANS OF ST JOHNS COUNTY, INC., desiring to be organized as a corporation under the laws of the State of Florida, here designates the following registered agent and registered office:

LLOYD T. ASBURY
214 N. Clay Street
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, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT'.

Dated this 10TH day of June, 1998.



LLOYD T. ASBURY

EFFECTIVE DATE

6-10-98

FILED
98 JUN 11 AM 8:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA