

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATION

98 JUL -7 PM 1:00

P98000059856

Medical Practice Resources,  
Inc.

300002579943--5  
-07/06/98--01016--014  
\*\*\*\*122.50 \*\*\*\*122.50

- ☒ Art of Inc. File
- ☐ LTD Partnership File
- ☐ Foreign Corp. File
- ☐ L.C. File
- ☐ Fictitious Name File
- ☐ Trade/Service Mark
- ☐ Merger File
- ☐ Art. of Amend. File
- ☐ RA Resignation
- ☐ Dissolution / Withdrawal
- ☐ Annual Report / Reinstatement
- ☒ Cert. Copy
- ☐ Photo Copy
- ☐ Certificate of Good Standing
- ☐ Certificate of Status
- ☐ Certificate of Fictitious Name
- ☐ Corp Record Search
- ☐ Officer Search
- ☐ Fictitious Search
- ☐ Fictitious Owner Search
- ☐ Vehicle Search
- ☐ Driving Record
- ☐ UCC 1 or 3 File
- ☐ UCC 11 Search
- ☐ UCC 11 Retrieval
- ☐ Courier

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

PP  
01-01-08



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

July 6, 1998

CAPITAL CONNECTION, INC.  
417 E. VIRGINIA ST.  
STE. 1  
TALLAHASSEE, FL 32301

SUBJECT: MEDICAL PRACTICE RESOURCES, INC.  
Ref. Number: W98000015274

We have received your document for MEDICAL PRACTICE RESOURCES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the corporation's principal office and/or a mailing address in the document.

Please return the original and one copy of 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) 487-6929.

Randall Purinton  
Document Specialist

Letter Number: 798A00036075

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

98 JUL -7 PM 1:00

ARTICLES OF INCORPORATION  
OF  
MEDICAL PRACTICE RESOURCES, INC.

I, the undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby make, subscribe, acknowledge, and file these articles for the purpose of becoming a corporation under the laws of the State of Florida.

ARTICLE I

Name of Corporation

The name of the corporation shall be Medical Practice Resources, Inc. The principal office and mailing address of the corporation shall be 1717 North "E" Street, Pensacola, Florida 32522-7500.

ARTICLE II

Duration

The corporation shall have perpetual existence, commencing on the date of filing of these Articles of Incorporation in the office of the Secretary of State of the State of Florida.

ARTICLE III

Purpose

The corporation is organized for the purpose of transacting any and all lawful business, both within and without the State of Florida, including, but not limited to, physician practice management.

#### ARTICLE IV

##### Capital Stock

The corporation is authorized to issue One Thousand (1,000) shares of common stock, each share with a par value of One Dollar (\$1.00). No other class or type of stock shall be issued.

#### ARTICLE V

##### Pre-emptive Rights

Every shareholder, upon the sale for cash of any new stock of the corporation, shall have the right to purchase a pro rata share thereof, as nearly as may be done without issuance of fractional shares, at the price at which it is offered to others.

#### ARTICLE VI

##### Initial Registered Office and Agent

The street address of the initial registered office of the corporation is 9851 University Parkway, Pensacola, Florida 32514, and the name of the initial registered agent of this corporation at that address is John T. Porter.

#### ARTICLE VII

##### Initial Board of Directors

The corporation shall have four (4) directors initially. The number of directors may be either increased or decreased from time to time as provided in the By-Laws of the corporation,

but the number of directors of the corporation shall not be less than one (1) nor more than ten (10).

The names and addresses of the initial directors of the corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Adrian P. Remke	1717 North "E" Street Pensacola, Florida 32522
Robert Van Slyke	1717 North "E" Street Pensacola, Florida 32522
John T. Porter	1717 North "E" Street Pensacola, Florida 32522
Alfred G. Stubblefield	1717 North "E" Street Pensacola, Florida 32522

## ARTICLE IX

### Amendment

These Articles of Incorporation may be amended upon any proposed amendment receiving the affirmative vote of the holders of a majority of the shares then outstanding at any regular or special meeting of the stockholders, upon advance notice given of the change to be made. Upon approval by the Secretary of State, any such amendment shall become and be taken as a part of the original Articles of Incorporation.

## ARTICLE X

### By-Laws

The By-Laws of the corporation may be adopted, altered, amended, or repealed upon any such proposed action receiving the affirmative vote of the holders of a majority of the shares then outstanding at any regular or special meeting of the shareholders, upon advance notice given of the change to be made.

## ARTICLE XI

### Shareholder Quorum and Voting

At any meeting of the Shareholders, fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum. If a quorum is present, the affirmative vote of a majority of the shares represented at the meeting entitled to vote on the subject matter shall be the act of the shareholders.

## ARTICLE XII

### Management of Corporation

The property, business, and affairs of the corporation shall be managed and controlled by its Board of Directors except for the following actions of the corporation which shall be managed and controlled by its shareholders:

- A. Any change in the mission, purpose or scope of the corporation and its operation;
- B. The incurrence of long-term debt or the guarantee of the debt of another;
- C. The sale, lease, purchase, conveyance or other disposition of any real property or any personal property of the corporation having a fair market value in excess of \$150,000;

D. The sale, lease, purchase, conveyance or other disposition of all or substantially all of the assets of the corporation;

E. The annual operating and capital expenditure budgets of the corporation and any material deviations from such budgets;

F. The appointment or engagement of all auditors and legal counsel and the engagement of consultants involving expenditures in excess of \$50,000 annually;

G. Any significant changes of human resource and employee benefit, accounting, financial and other policies and procedures;

H. The strategic and long-range plans and financial commitments (over and above those contained in approved budgets) in excess of \$150,000;

I. The creation, acquisition, sale, purchase, dissolution or other disposition of any affiliated or controlled entity or any joint venture or any interest in any such entity;

K. The setting of compensation for officers and directors; and

L. The repeal, amendment or restatement of the Articles of Incorporation and By-Laws of the corporation.

ARTICLE XIII

Statutory Powers

The corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, Chapter 607, Florida Statutes, as such chapter presently exists or may hereafter be amended.

IN WITNESS WHEREOF, I, THE UNDERSIGNED, for the purpose of forming a corporation under the laws of the State of Florida, certify that the facts herein stated are true, accordingly hereunto set my hand and seal this 24th day of June, 1998.

[Signature] (SEAL)

STATE OF FLORIDA

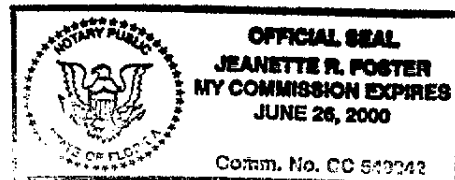
COUNTY OF ESCAMBIA

Before the undersigned, a notary public in and for said state and county, this day personally appeared John T. Porter, personally known to me (or produced a Florida driver's license or \_\_\_\_\_ as identification) and personally known to me [or satisfactorily proven] to be the individual described by said name in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed the said document freely and voluntarily for the uses and purposes therein set forth.

GIVEN under my hand and official seal this 1st day of July, 1998.

Jeanette R. Foster  
[Signature of Notary Public]  
Jeanette R. Foster  
[Type/Print Name of Notary]  
State of Florida at Large  
My Commission Expires: 6-26-2000  
Commission Certificate No. CC-542242

(Notary Seal Must Be Affixed)





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

FIRST--THAT Medical Practice Resources, Inc.  
(NAME OF CORPORATION)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA,  
WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF Pensacola, STATE OF  
(City)

Florida, HAS NAMED John T. Porter, LOCATED AT  
(STATE) (NAME OF REGISTERED AGENT)

1717 North "E" Street, CITY OF Pensacola, STATE OF FLORIDA, AS ITS  
(STREET ADDRESS) (CITY)

AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE   
(CORPORATE OFFICER)

TITLE Director

DATE June 24, 1998

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE  
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, THE  
UNDERSIGNED INDIVIDUALLY HEREBY AGREES TO ACT IN THIS CAPACITY, AND  
FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE  
TO THE PROPER AND COMPLETE DISCHARGE OF HIS DUTIES.

SIGNATURE   
(REGISTERED AGENT)

DATE June 24, 1998