

THEODORE W. SOULE, P.A.
ATTORNEY AT LAW

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July 27, 1998

Secretary of State
Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32314

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Re: Generoso P. Masangkay, M.D., P.A.

Dear Sir or Madam:

Enclosed please find an original and a duplicate of the Articles of Incorporation and of the Acceptance of Registered Agent for the above-referenced corporation. Also enclosed is my firm check in the amount of \$122.50 which represents the following:

Receiving, filing and indexing Articles of Incorporation	\$ 35.00
Designation of and Acceptance by Registered Agent	\$ 35.00
Certified copy of Articles of Incorporation	<u>\$ 52.50</u>
Total	\$122.50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 29 PM 2:09

The original is to be filed in your office and the copy certified and returned to this office using the enclosed stamped, self-addressed envelope.

Please telephone me if there is any reason why the Articles will not be filed immediately.

Very truly yours,

Theodore W. Soule

Theodore W. Soule

TWS/sl
Enclosures

Rp
07-31-98

ARTICLES OF INCORPORATION

OF

GENEROSO P. MASANGKAY, M.D., P.A.

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CLERK OF STATE
DIVISION OF CORPORATIONS
98 JUL 29 PM 2:09

The undersigned subscriber to these Articles of Incorporation, being a doctor duly licensed to render medical services as such under the laws of the State of Florida, hereby presents these Articles for the formation of a corporation under the Professional Service Corporation Act, and other laws of the State of Florida.

Article 1. Name. The name of the Corporation is GENEROSO P. MASANGKAY, M.D., P.A. (the "Corporation").

Article II. Nature of Business. The general nature of the business to be transacted by the Corporation is:

(A) To engage in every phase and aspect of the business of rendering the same medical services to the public that a doctor, duly licensed under the laws of the State of Florida, is authorized to render, provided such medical services shall be rendered only through officers, employees, and agents who are duly licensed or otherwise legally authorized under the laws of the State of Florida to render medical services.

(B) To invest the funds of the Corporation in real estate, mortgages, stocks, bonds, or any other type of investments, and to own real and personal property necessary for the rendering of professional medical services.

(C) To do everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof, necessary or

incidental to the protection and benefit of the Corporation, and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or the attainment of the objects or the furtherance of such purposes or objects of the Corporation.

The foregoing paragraph shall be construed as enumerating both objects and purposes of the Corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of the Corporation otherwise permitted by law.

Article III. Capital Stock. The Corporation is authorized to issue seven thousand five hundred (7,500) shares of common stock , having a par value of \$1.00 per share. None of the shares of the Corporation may be issued to anyone other than an individual duly licensed to render medical services in the State of Florida.

Article IV. Duration. The Corporation shall have perpetual existence.

Article V. Address. The initial principal place of business and mailing address of this Corporation shall be:

316 South Baylen, Suite 560
Pensacola, Florida 32501.

Article VI. Registered Office and Agent. The street address of the initial registered office of this Corporation is:

316 South Baylen Street, Suite 560
Pensacola, Florida 32501

and the name of the initial Registered Agent of the Corporation at that address is:

Theodore W. Soule, P.A.

Article VII. Directors. This 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 but shall never be less than one (1). The name and address of the initial director of this Corporation is:

Generoso P. Masangkay
4400 Bayou Boulevard, Suite 26B
Pensacola, Florida 32503

Article VIII. Incorporator. The name and street address of the person signing the Articles of Incorporation, who is a doctor licensed under the laws of the State of Florida to render medical services as such is:

Generoso P. Masangkay
4400 Bayou Boulevard, Suite 26B
Pensacola, Florida 32503

Article IX. Voting Trust. No shareholder of the Corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his or her shares.

Article X. Restraint on Alienation of Shares. If any shareholder shall become legally disqualified to practice medicine in the State of Florida, or accepts employment that places restrictions or limitations upon his or her continuous rendering of such professional services, such shareholder's shares of stock shall immediately become subject to purchase in accordance with the then current form of Shareholders' Agreement entered into by the shareholders.

Article XI. Corporate Powers. This Corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act, except to the extent that any

provision of such act is in conflict with the Florida Professional Service Corporation Act, in which case such Florida Professional Service Corporation Act shall prevail.


Article XII. Amendment. This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

Article XIII. By-laws. By-laws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any by-law adopted by the shareholders if the shareholders specifically provide such by-law is not subject to amendment or repeal by the directors.

Article XIV. Indemnification. This Corporation shall indemnify its officers and directors, and may indemnify its employees and agents, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, except to the extent that any provision of such Act is in conflict with the Florida Professional Service Corporation Act, in which case such Florida Professional Service Corporation Act shall prevail, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings. The indemnification provided for herein shall not be exclusive of any other rights to which those indemnified may be entitled under any by-law, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in any other capacity while holding such office. Such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent, and

shall inure to the benefit of the heirs and personal representatives of such a person. An adjudication of liability shall not affect the right to indemnification for those indemnified.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 27 day of July, 1998.



GENEROSO P. MASANGKAY, Sole
Incorporator and Sole Director

ACCEPTANCE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Having been named as registered agent for Theodore W. Soule, P.A., a Florida Professional Association, (the "Corporation") in the foregoing Articles of Incorporation, I, on behalf of the Corporation hereby am familiar with and agree to accept the duties and responsibilities as registered agent for said Corporation and to comply with any and all Florida Statutes relative to the complete and proper performance of the duties of registered agent.



THEODORE W. SOULE

Dated: July 27, 1998

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