

TRANSMITTAL LETTER

P980000 81162

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-09/16/98--01047--010
****122.50 ****122.50

SUBJECT: Michael L. Walker, M.D., P.A.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Michael L. Walker
Name (Printed or typed)

2011 N. Harrison Avenue
Address

Panama City, FL 32405
City, State & Zip

(850) 769-3261
Daytime Telephone number

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 16 PM 1:24

NOTE: Please provide the original and one copy of the articles.

B. BROCK SEP 18 1998

ARTICLES OF INCORPORATION

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. CORPORATE NAME

The name of this corporation is Michael L. Walker, M.D., P.A.

ARTICLE II. PRINCIPAL OFFICE

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

2011 N. Harrison Avenue
Panama City, FL 32405

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 (one dollar) per share.

ARTICLE IV. INITIAL REGISTERED AGENT AND STREET ADDRESS

The registered Agent and the street address of initial Registered Office of this corporation in the State of Florida shall be:

Michael L. Walker, M.D.
2011 N. Harrison Avenue
Panama City, FL 32405

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLES V. INCORPORATORS

The names and street addresses of the persons signing these Articles of Incorporation as the Incorporators are:

Michael L. Walker, M.D.
2011 N. Harrison Ave.
Panama City, FL 32405

Brenda J. Walker
2011 N. Harrison Ave.
Panama City, FL 32405

MLW 11 Sept 98
Incorporator Date

Brenda Walker 9/11/98
Incorporator Date

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ARTICLE VI. SPECIFIC PURPOSE FOR A PROFESSIONAL ASSOCIATION

The specific purpose of the business to be transacted by this Corporation is to engage in the practice of medicine.

ARTICLE VII. TERM OF EXISTENCE

This corporation shall have perpetual existence commencing upon filing of these articles.

ARTICLE VIII. BOARD OF DIRECTORS

This Corporation shall have (2) directors initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE IX. INITIAL DIRECTORS

The names of the initial directors of this Corporation and their street addresses are:

Michael L. Walker, M.D.
2011 N. Harrison Ave.
Panama City, FL 32405

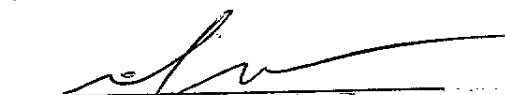
Brenda J. Walker
2011 N. Harrison Ave.
Panama City, FL 32405

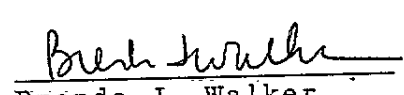
The persons named as initial directors shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, which ever occurs first.

ARTICLE X. AMENDMENTS

The Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholder's meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intentions that a certain amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporators, have executed the foregoing Articles of Incorporation on September 11, 1998.


Michael L. Walker, M.D.


Brenda J. Walker

STATE OF FLORIDA

COUNTY OF BAY

BEFORE ME, a Notary Public, personally appeared:

Michael L. Walker
Michael L. Walker, M.D.

Brenda J. Walker
Brenda J. Walker

to me known to be the persons described as Incorporators and who executed the foregoing Articles of Incorporations on September 11, 1998.

Michelle Pic
NOTARY PUBLIC

My commission expires:



MICHELLE PIC
My Commission CC450308
Expires Apr. 03, 1999

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.

Michelle Pic
Signature of Registered Agent

11 Sept 98
Date

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