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October 29, 1998

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\*\*\*\*\*78.75 \*\*\*\*\*78.75

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: Kalynn B. Pressly, A.R.N.P., P.A.

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation of the above referenced corporation, together with the Acceptance of Registered Agent and a check in the amount of \$78.75 to cover the cost of filing.

At your earliest convenience, please file these Articles and return a certified copy to us. Thank you for your assistance with this matter. If there are any questions, please do not hesitate to call collect.

Sincerely,

HARMON & SLOAN, P. A.

  
Timothy J. Sloan

TJS/da

Enclosures

cc: Mrs. Kalynn B. Pressly

FILED  
98 OCT 30 AM 9:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

KALYNN B. PRESSLY, A.R.N.P., P.A.

FILED  
98 OCT 30 AM 9:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, natural person, competent, licensed and certified as an advanced registered nurse practitioner in the State of Florida, acting hereby as incorporator, for the purpose of forming a professional service corporation for profit under the provisions of Chapter 621 of the Florida Statutes (Professional Service Corporation and Limited Liability Company Act), does hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be KALYNN B. PRESSLY, A.R.N.P., P.A.

ARTICLE II - PURPOSES

The general nature and purposes of business to be transacted, promoted and carried on by the corporation are as follows:

1. To engage in every aspect of nursing as are engaged in by advanced registered nurse practitioners.

2. To engage and render the professional services involved only through its officers, agents, and employees who shall be advanced registered nurse practitioners in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

3. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investment permitted by law.

4. To engage in no other business other than the rendition of the professional services specified herein.

5. To do everything necessary and proper in accomplishing the purposes herein set forth and do anything incidental thereto which is not forbidden under the laws of the State of Florida.

#### ARTICLE III - CAPITAL STOCK

1. The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time shall be One Thousand (1,000) Shares of Common Stock at One and No/100 Dollars (\$1.00) per share par value.

2. The consideration to be paid for each share shall be payable in lawful money or property, labor, or services.

3. Shares of the corporation stock and the certificates shall be issued only to advanced registered nurse practitioners in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

#### ARTICLE IV - DURATION

The corporation shall have perpetual existence.

#### ARTICLE V - PRINCIPAL OFFICE, REGISTERED OFFICE

##### AND REGISTERED AGENT

The street address of the initial principal office of this corporation in the State of Florida is 208 Carolyn Avenue, in the City of Panama City Beach, Florida 32407, and the initial registered office of this corporation in the State of Florida is 427 McKenzie Avenue, Panama City, Florida 32401. The initial

registered agent for this corporation is Timothy J. Sloan, 427 McKenzie Avenue, Panama City, Florida 32401. The Board of Directors shall have the power to establish branch offices and to move the registered office of the corporation to any other address in Florida.

#### ARTICLE VI - BOARD OF DIRECTORS

The number of directors of the initial Board of Directors of this corporation is one (1). The number of directors may be increased or decreased from time-to-time by a resolution of the majority of the stockholders but shall never be less than one (1). The name and addresses of the members of the initial Board of Directors of this corporation are as follows:

KALYNN B. PRESSLY  
208 Carolyn Avenue  
Panama City Beach, FL 32407

#### ARTICLE VII - INCORPORATOR

The following is the name and address of the incorporator of this corporation is Kalynn B. Pressly, 208 Carolyn Avenue, Panama City Beach, Florida 32407.

#### ARTICLE VIII - INFORMAL SHAREHOLDER ACTION

Any action of the shareholders may be taken without a meeting if consent, in writing, setting forth the action so taken shall be signed by all the shareholders entitled to vote upon such action at a meeting and filed with the secretary of the corporation as part of the corporate records.

#### ARTICLE IX - SEVERANCE AND TERMINATION OF EMPLOYMENT

If any officer, director, stockholder, agent or employee of

this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on his or her continued rendering of such professional services, he or she shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's share and pay him or her all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

#### ARTICLE X - INFORMAL DIRECTOR ACTION

If all of the directors, severally or collectively, consent in writing to any action taken or to be taken by the corporation and the writings evidencing their consent are filed with the secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

#### ARTICLE XI - INDEMNIFICATION

The corporation shall indemnify any officer or director or former officer or director to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation at Panama City, Florida, on this 29th day of October, 1998.

Kalynn B. Pressly  
KALYNN B. PRESSLY  
Incorporator

STATE OF FLORIDA  
COUNTY OF BAY

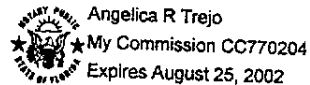
BEFORE ME, a notary public, personally appeared KALYNN B. PRESSLY, known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me the execution of same.

WITNESS my hand and official seal in the County and State named above this 29 day of October, 1998.

Angelica R. Trejo (SEAL)  
Notary Public - Signature

Angelica R. Trejo  
Notary Public - Printed Name

CC 770204 August 25, 2002  
Commission Number and  
Expiration Date



ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

OF

KALYNN B. PRESSLY, A.R.N.P., P.A.

Having been named to accept services of process for the above-named Corporation, at the place designated in the Articles of Incorporation, I hereby accept the appointment to act in this capacity, and agree to comply with the provisions of the Florida law relative to keeping open said office.

Dated this 29th day of October, 1998.

  
TIMOTHY J. SLOAN  
Registered Agent

FILED  
98 OCT 30 AM 9:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA