

TRANSMITTAL LETTER

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: Articles of Incorporation of Marianna OB/GYN Associates,
(Proposed corporate name - must include suffix) P.A.

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-12/03/98--01002--007
*****70.00 *****70.00

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 of Status

\$78.75 Filing Fee & Certified Copy
 \$87.50 Filing Fee, Certified Copy & Certificate of Status
ADDITIONAL COPY REQUIRED

FROM: Cooper, Coppins, and Monroe, P.A.
Name (Printed or typed)

1319 Thomaswood Dr.
Address

Tallahassee, FL 32317 - 4447
City, State & Zip

(850) 422-2420
Daytime Telephone number

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DIVISION OF CORPORATION

P. Hall

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

**ARTICLES OF INCORPORATION
OF
MARIANNA OB/GYN ASSOCIATES, P.A.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned natural persons, who are licensed or otherwise legally authorized to practice the profession of medicine in the State of Florida, hereby declare the intention of forming a professional corporation in accordance with the Florida Professional Service Corporation Act, and hereby adopt the following articles of incorporation for such corporation:

ARTICLE I. NAME

The name of the corporation is MARIANNA OB/GYN ASSOCIATES, P.A.

ARTICLE II. DURATION

The period of the corporation's duration shall be perpetual or until dissolved by a vote of the shareholders as hereafter provided.

ARTICLE III. PURPOSES

The purposes for which this corporation is formed are:

- a. to engage in the practice of medicine as a professional corporation and to own and operate a medical clinic for the purposes of providing medical care and treatment;
- b. to promote medical, surgical, and scientific research and knowledge; to furnish related laboratory and clinical services; and to own real and personal property, enter into contracts, and engage in any lawful business necessary for the rendering of such professional services;

c. to do everything necessary, proper, or convenient for the accomplishment of any of the purposes set forth in these articles, and to do every other act incidental to the corporate purposes which is not forbidden by the laws of the State of Florida or by the provisions of these articles of incorporation.

The purposes of this corporation shall be carried out only through officers, employees and agents, each of whom is duly licensed or otherwise legally qualified to render professional medical services in the State of Florida.

ARTICLE IV. CAPITAL STOCK

The total number of shares of capital stock which the corporation is authorized to issue is 1,000 shares. Such shares shall be of a single class of common stock, and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE V. CAPITALIZATION

The amount of capital with which the corporation shall begin to practice the profession of medicine is not less than \$1,000.

ARTICLE VI. PRINCIPAL OFFICE

The address of the corporation's principal office is Hudnall Medical Building, Suite 202, 4230 Hospital Drive, City of Marianna, County of Jackson, State of Florida 32446. The name of the initial registered agent of the corporation, located at such office, is Gonzalo A. Oria, M.D.

ARTICLE VII. CORPORATE POWERS

The corporation shall have the rights and powers now or hereafter conferred on professional corporations by the laws of the State of Florida.

ARTICLE VIII. SUBSCRIBERS

The name and address of each person signing these articles of incorporation as a subscriber is:

<u>NAME</u>	<u>ADDRESS</u>
Gonzalo A. Oria, M.D.	Hudnall Bldg., Suite 202 4230 Hospital Drive Marianna, Florida 32446
Orlando Muniz, M.D.	Hudnall Bldg., Suite 202 4230 Hospital Drive Marianna, Florida 32446

ARTICLES IX. DIRECTORS

The corporation is to be managed by a board of directors. The number of directors constituting the initial board of directors is two (2), and the names and address of the initial directors are:

<u>NAME</u>	<u>ADDRESS</u>
Gonzalo A. Oria, M.D.	Hudnall Bldg., Suite 202 4230 Hospital Drive Marianna, Florida 32446
Orlando Muniz, M.D.	Hudnall Bldg., Suite 202 4230 Hospital Drive Marianna, Florida 32446

The initial directors shall hold office until their successors are elected and qualifies as provided in the bylaws . Thereafter the term of office of each director shall be until the election and qualification of a successor. The number of directors set forth herein and constituting the initial board of directors shall be the authorized number of directors until

such number is changed by a bylaw duly adopted by the shareholder.

ARTICLE X. BYLAWS

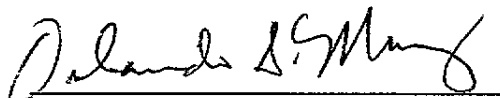
The initial directors shall submit the proposed bylaws to the shareholders at a meeting to be held for that purpose not more than 15 days following the issuance of the Certificate of Incorporation. Following the adoption of bylaws by majority adoption, the initial affairs of the corporation are to be regulated and managed in accordance with such bylaws.

ARTICLE XI. DISSOLUTION

The corporation may be dissolved at any time (1) by unanimous written consent of the shareholder; or (2) on the affirmative vote of the holder of at least fifty-one percent of the outstanding shares of the corporation entitled to vote thereon. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholder pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him, unless the shareholder otherwise agrees in writing.

IN WITNESS WHEREOF, we, the undersigned incorporators of this corporation, have executed these Articles of Incorporation at Marianna, Jackson County, Florida on the 1 day of DECEMBER, 1998.


GONZALO A. ORIA, M.D.


ORLANDO MUNIZ, M.D.

STATE OF FLORIDA

COUNTY OF JACKSON

BEFORE ME, a notary public, personally appeared GONZALO A. ORIA, M.D., to me known to be the person described as one of the Incorporators and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on the 1 day of DECEMBER 1998.

Jo Anne D. McAllister
NOTARY PUBLIC

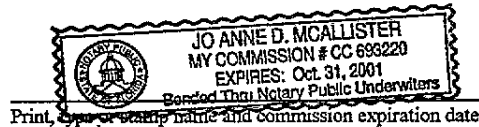


STATE OF FLORIDA

COUNTY OF JACKSON

BEFORE ME, a notary public, personally appeared ORLANDO MUNIZ, M.D., to me known to be the person described as one of the Incorporators and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on the 1 day of DECEMBER, 1998.

Jo Anne D. McAllister
NOTARY PUBLIC



DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

Pursuant to the provisions of Florida Statutes 607.0501, the undersigned corporation organized under the laws of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is MARIANNA OB/GYN ASSOCIATES, P. A.
2. The name of the registered agent is Gonzalo A. Oria, M.D.
3. The address of the registered agent/registered office is Hudnall Medical Building, Suite 202, 4230 Hospital Drive, Marianna, Florida 32446.

Acceptance

Having been named as registered agent and designated to accept service of process for the above corporation, I hereby accept the appointment as registered agent and agree to act in this capacity I further agree to comply with the provision 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.


GONZALO A. ORIA, M.D.

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