

P99000007010

CAPITAL CONNECTION, INC.

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

Gordon T. Couch, M.D.,
P.A.

000002753030--2
-01/25/99--01055--002
*****78.75 *****78.75

- ✓ 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 I or 3 File _____
UCC II Search _____
UCC II Retrieval _____
Courier _____
- 09 JAN 25 PM 1:42
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Signature _____

Requested by: _____

Name _____

Walk-In _____

Will Pick Up _____

RECEIVED
JAN 25 1999
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS
AM 10:38

Time 10:01

JAN 25 1999

ARTICLES OF INCORPORATION
OF

GORDON T. COUCH, M.D., P.A.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 25 PM 1:42

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

ARTICLE I

The name of this corporation shall be Gordon T. Couch, M.D., P.A..

ARTICLE II

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

The general nature of the business to be transacted by this corporation is:

(a) To engage in every aspect and phase of the business of rendering professional medical and gynecological services to the general public and do all things in connection therewith that are customarily done by licensed physicians under the laws of the State of Florida and in accordance with Chapter 621, Florida Statutes; provided, however, that such professional services shall be rendered only through officers, employees and agents who are duly licensed under the laws of the State of Florida to render such professional services.

(b) To limit the liability of the shareholders of this corporation so that the personal liability of the shareholders is no greater in any respect than that of a shareholder-employee of a

corporation organized under Chapter 607, Florida Statutes.

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

(d) In general, either alone or in association with other corporations, firms, or individuals, to do all and everything necessary and proper for the accomplishment of any of the purposes or the attainment of any of the objectives enumerated in these Articles of Incorporation, or any amendment thereof, and to carry on any lawful pursuit necessary or incidental to the accomplishment or furtherance of such purposes or objectives to such extent as is now or may hereafter be allowable for a corporation organized under Chapter 621, Florida Statutes.

ARTICLE IV

This corporation is authorized to issue one thousand (1,000) shares of common stock, each share of the par value of one dollar (\$1.00). No shares without nominal or par value shall be issued.

ARTICLE V

If any shareholder becomes legally disqualified to practice medicine in the State of Florida or is elected to a public office or accepts employment that places restrictions or limitations on his or her continuous rendering of such professional services, such shareholder's shares shall immediately become subject to purchase by this corporation in accordance with the bylaws of the corporation.

ARTICLE VI

The street address of the initial principal office, and the initial registered office, of this corporation is 4900 Grande Drive, Pensacola, Florida 32504, and the name of the initial registered agent of the corporation is Gary B. Leuchtman, 3 West Garden Street, Suite 700, Pensacola, Florida 32501.

ARTICLE VII

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time as provided in the bylaws of the corporation, but the number of directors of the corporation shall not be less than one (1) nor more than nine (9). The name and address of the initial director of this corporation is:

Gordon T. Couch
4900 Grande Drive
Pensacola, FL 32504

The name and address of the incorporator of this corporation is:

Gary B. Leuchtman
3 W. Garden Street
7th Floor
Pensacola, FL 32501

ARTICLE VIII

These Articles of Incorporation may be amended upon receiving the affirmative vote of the holders of two-thirds of the shares then outstanding at any regular or special meeting of the stockholders upon advance notice of the changes to be made. Such notice shall be given in accordance with the bylaws of the corporation. Upon approval by the Secretary of State, any

such amendment shall become and be taken as part of the original Articles of Incorporation.

ARTICLE IX

The power to adopt, alter, amend, or repeal the bylaws of the corporation shall be vested in the Board of Directors.

ARTICLE X

At each election for directors, every shareholder entitled to vote at such election shall have the right to accumulate his vote by giving one candidate as many votes as the number of directors to be elected at that time, multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE XI

Special meetings of the shareholders may be called by the president and secretary of the corporation, jointly, or by the Board of Directors, or by the holders of not less than ten percent (10%) of the shares then outstanding.

ARTICLE XII

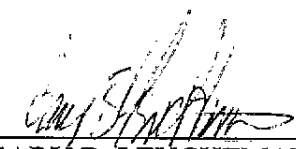
At any meeting of the stockholders, sixty percent (60%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum. If a quorum is present, the affirmative vote of a majority of the shares represented at the meeting entitled to vote on the subject matters shall be the act of the shareholders.

ARTICLE XIII

This corporation shall have all of the corporate powers enumerated in the Florida Professional Service Corporation Act, Chapter 621, Florida Statutes, as such chapter presently

exists or may hereafter be amended.

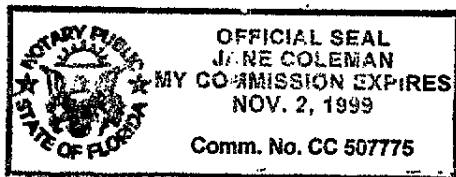
IN WITNESS WHEREOF, I have hereunto set my hand and seal this 22nd day of
January, 1999.

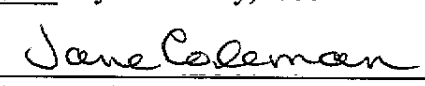

GARY B. LEUCHTMAN

STATE OF FLORIDA
COUNTY OF ESCAMBIA

Before the subscriber, a notary public in and for said state and county, personally appeared Gary B. Leuchtman, known to me to be the individual described by said name and who executed the foregoing Articles of Incorporation of Gordon T. Couch, M.D., P.A., and acknowledged before me that he executed the same freely and voluntarily for the uses and purposed therein set forth.

GIVEN under my hand and official seal this 22nd day of January, 1999.



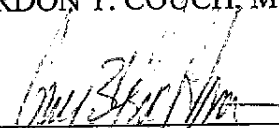

Notary Public
State of Florida at Large
My Commission Expires: _____

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

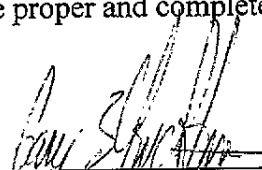
In compliance with Section 48.091, Florida Statutes, the following is submitted: That Gordon T. Couch, M.D., P.A., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 4900 Grande Drive, Pensacola, Florida 32504, has named Gary B. Leuchtman, 3 West Garden Street, Suite 700, Pensacola, Florida 32501, as its agent to accept service of process within Florida.

GORDON T. COUCH, M.D., P.A.

By


Gary B. Leuchtman
Its Incorporator

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


Gary B. Leuchtman

99 JAN 25 PM 1:42

FILED
CLERK OF DISTRICT
CLERK OF CORPORATION