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

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ARTICLES OF INCORPORATION

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## CHERYL L. FEE, M.D., P.A.

OF

The undersigned incorporator, for the purpose of forming a professional association under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I: The name of the professional association is CHERYL L. FEE, M.D., P.A.

ARTICLE II: The corporation shall exist for perpetuity commencing on the date of filing.

ARTICLE III: This professional association is organized for any and all lawful business allowed under the laws of the State of Florida or the United States of America. This professional association is for the purpose of providing medical services and practice.

ARTICLE IV: The professional association is authorized to issue 100 shares of common stock, with a par value of \$1.00 each.

ARTICLE V: The street address of the initial\_registered office of this professional association is 50 North A1A, Suite 103, Ponte Vedra Beach, Florida 32082, and the name of the initial registered agent of the professional association at that address is BARTLETT & HEEKIN, P.A.

ARTICLE VI: The principal place of business of this professional association shall be Advanced Medical Associates, 484 Jacksonville Drive, Suite A, Jacksonville Beach, Florida 32250.

ARTICLE VII: This professional association shall have one director initially. The number of directors may be either increased or decreased from time to time by the Bylaws, but shall never be less than one. The name and address of the initial director of this professional association is:

CHERYL L. FEE, M.D. 484 Jacksonville Drive, Suite A Jacksonville Beach, FL 32250

ARTICLE VII: The name and address of the person signing these Articles is BARTLETT & HEEKIN, P.A., 50 North AlA, Suite 103, Ponte Vedra Beach, Florida 32082.

ARTICLE IX: The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X: The professional association reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 15th day of 1999.

BARTLETT & HEEKIN, P.A

BARON L. BARTLETT

STATE OF FLORIDA COUNTY OF ST. JOHNS

BEFORE ME, the undersigned authority, personally appeared BARON L. BARTLETT of BARTLETT & HEEKIN, P.A., to me well known and known to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to me that he executed said Articles freely and voluntarily and for the purposes expressed therein.

WITNESS my hand and seal this 15th day of 1999

NOTARY PUBLIC

My Commission CCe20069
Expires February 9, 2001

## ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED to accept service of process for CHERYL L. FEE, M.D., P.A. at the place designated in the Articles of Incorporation, I HEREBY AGREE TO ACT in this capacity and agree to comply with the provisions of all statutes relating to the property in complete performance of my duties.

Dated this 15th day of July, 1999.

BARTLETT & HERKIN, P.A.

Bv:

BARON L. BARTLETT

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