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KATHY PROSSER

707 South First Street, Unit 302  
Jacksonville Beach, Florida 32250  
(904) 241-2924

March 12, 1999

FILED  
99 MAR 16 AM 8:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Corporation Filing Section  
Department of State  
Post Office Box 6327  
Tallahassee, Florida 32314

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-03/16/99--01065--001  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: ALICE R. DRAYTON, M.D., P.A.

Dear Sir or Madam:

Enclosed please find two signed copies of Articles of Incorporation and check to Department of State in the amount of \$70.00.

Please return one copy of the Articles to me after filing. I am enclosing a stamped, self-addressed envelope.

Thanks for your help, and if there's any problem, please call me at (904) 241-2924.

Yours very truly,

*Kathy Prosser*  
Katheryn S. Prosser

*Katheryn Prosser* GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT *RA* *ACC*.  
DATE *3-23-99*  
DCC. EXAM *CB*

*CB*  
*3-23-99*  
*5*

**ARTICLES OF INCORPORATION  
OF  
ALICE R. DRAYTON, M.D., P.A.**

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TALLAHASSEE, FLORIDA

The undersigned natural person, competent and licensed to practice PRACTICE in the State of Florida, hereby acting as Incorporator for the purpose of forming a Professional Service corporation for profit under the provisions of Section 607, Florida General Corporation Act, and Section 621, Florida Professional Service Corporation act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

**I.**

The name of this corporation shall be ALICE R. DRAYTON, M.D., P.A.

**II.**

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

- A. To engage in every aspect in the practice of medicine and all its fields of specializations as are usually engaged in by medical doctors.
- B. To engage and render the professional services involved only through its officers, agents and employees who shall be medical doctors in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.
- C. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.
- D. To engage in no other business other than the rendition of the professional services specified herein.
- E. To do everything necessary and proper in accomplishing the purposes herein set forth, and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

**III.**

- A. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be one thousand (1,000) shares of common stock at a value of One Dollar (\$1.00) per share.

- B. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.
- C. Shares of the corporation's stock and certificates shall be issued only to medical doctors in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

#### IV.

This corporation shall have perpetual existence.

#### V.

The address of this corporation's initial principal office is 3423 Ocean Drive, South, Jacksonville Beach, Florida 32250, and the name of its initial registered agent at that address is ALICE R. DRAYTON, M.D.

#### VI.

The name and address of the Incorporator are as follows:

ALICE R. DRAYTON, M.D.  
3423 Ocean Drive, South  
Jacksonville Beach, Florida 32250

#### VII.

The corporation shall have a Board of Directors consisting of one person at this time. 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. The name and address of the initial Director of this corporation is:

ALICE R. DRAYTON, M.D.  
3423 Ocean Drive, South  
Jacksonville Beach, Florida 32250

#### VIII.

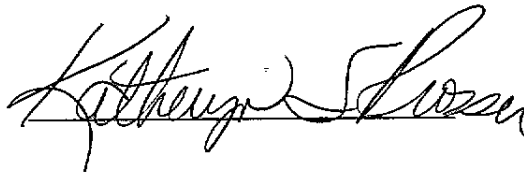
Any action of the Stockholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Stockholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

STATE OF FLORIDA  
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me by ALICE R. DRAYTON, M.D., who \_\_\_ is personally known to me or presented ☒ a Florida driver's license or \_\_\_ as identification, and acknowledged to and before me that she signed the foregoing Articles of Incorporation freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal in the County and State aforesaid, this 25 day of March, 1999.

NOTARY PUBLIC



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TALLAHASSEE, FLORIDA

IX.

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 her/his 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 Stockholder, purchase said Stockholder's shares and pay that Stockholder all amounts owing and lawfully due to that Stockholder by the corporation, except that such shares shall not be entitled to dividends.

X.

If all 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.

XI.

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

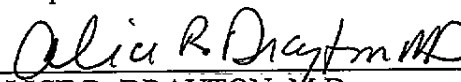
XII.

The power to adopt, alter, amend or repeal the Bylaws of this corporation shall be vested in the Board of Directors and Stockholders, provided that such amendment be in compliance with the laws of Florida governing a Professional Service Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in the State of Florida this 12<sup>th</sup> day of March, 1999.

  
ALICE R. DRAYTON, M.D.  
Incorporator

I hereby am familiar with and accept the duties and responsibilities of Registered Agent.

  
ALICE R. DRAYTON, M.D.  
Registered Agent