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June 24, 1999

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*****78.75 *****78.75

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

EFFECTIVE DATE
6-23-99

FILED
99 JUN 28 AM 8:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In Re: Articles of Incorporation
OB/GYN Specialists of the Emerald Coast, P.A.

Dear Sir or Madam:

Please find enclosed the following:

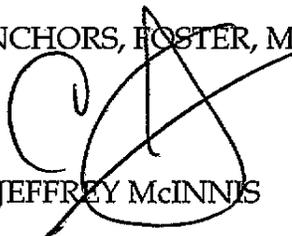
1. Articles of Incorporation of OB/GYN Specialists of the Emerald Coast, P.A.;
2. Certificate of Designation of Registered Agent/Registered Office.
3. A check for \$78.75 which represents \$35 filing fee, \$35 Certificate of Designation fee and \$8.75 for a certified copy of the Articles of Incorporation.

Please file the Articles of Incorporation for the above-referenced corporation and forward to us a certified copy of the Articles.

If you should have any questions, please do not hesitate to give me a call.

Sincerely,

ANCHORS, FOSTER, McINNIS & KEEFE, P.A.



C. JEFFREY McINNIS

CJM/mlm
Enclosures as stated

EFFECTIVE DATE

6-23-99

ARTICLES OF INCORPORATION

OF

OB/GYN SPECIALISTS OF THE EMERALD COAST, P.A.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract and a physician duly licensed to render services as such under the laws of the State of Florida, hereby presents these Articles for formation of a corporation under the Professional Service Corporation Act, Florida Statutes, Chapter 621, and other laws of the State of Florida:

ARTICLE I - NAME:

The name of this corporation is OB/GYN SPECIALISTS OF THE EMERALD COAST, P.A., (hereinafter referred to as the "Corporation").

ARTICLE II - DURATION:

The Corporation shall exist perpetually, commencing on the date set forth below (i.e., the date of subscription and acknowledgement of these Articles of Incorporation by the incorporator).

ARTICLE III - PURPOSES:

The Corporation is organized for the purposes of (i) engaging in the practice of medicine and related services, including engaging in every phase and aspect of the business of rendering the same professional services to the public that a duly licensed physician under the laws of the State of Florida is authorized to render (but such professional services shall be rendered only through officers, employees and agents who are duly licensed or otherwise legally authorized under the laws of the State of Florida to practice medicine therein), (ii) investing the funds of the Corporation in real estate, mortgages, stocks, bonds and any other types of investment, (iii) owning real and personal property necessary for the rendering of professional services, and (iv) engaging in any and all other lawful business that can be transacted by a professional service corporation not inconsistent with the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK:

The Corporation is authorized to issue 7,500 shares of One Dollar (\$1.00) par value common stock; provided, however, that none of the shares of the Corporation may be issued to anyone other than an individual duly licensed or otherwise legally authorized to practice medicine in the State of Florida nor shall any shareholder of the Corporation sell or transfer his or her shares in the Corporation to any individual other than one who is duly licensed or otherwise legally authorized to practice medicine in the State of Florida.

ARTICLE V - PREEMPTIVE RIGHTS:

Every shareholder, upon the sale for cash of any new stock of the Corporation of the same kind, class, or series as that which he or she already holds, shall have the right to purchase his or her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL PRINCIPAL OFFICE, REGISTERED OFFICE AND AGENT:

The street address of the initial principal office of the Corporation is 924 Mar Walt Drive, Fort Walton Beach, Florida 32547 and the mailing address is the same. The street address of the initial registered office of the Corporation is 909 Mar Walt Drive, Suite 1014, Fort Walton Beach, Florida 32547 and the initial registered agent of the Corporation at that address is C. Jeffrey McInnis.

ARTICLE VII - INITIAL BOARD OF DIRECTORS:

The Corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one. The name and address of the initial director of the Corporation is Candace Cooley, M.D., 924 Mar Walt Drive, Fort Walton Beach, Florida 32547.

ARTICLE VIII - INCORPORATOR:

The name and address of the person signing these Articles is as follows: Candace Cooley M.D., 924 Mar Walt Drive, Fort Walton Beach, Florida 32547.

• ARTICLE IX -BY-LAWS:

The power to adopt, alter, amend, or repeal the by-laws shall be vested in the Board of Directors and the shareholders of the Corporation.

ARTICLE X - SECTION 1244 STOCK:

It is the intent of this charter that the capital stock of the Corporation may be sold in accordance with the conditions of Sections 1242-1244, inclusive, of the Internal Revenue Code of 1986, as amended.

ARTICLE XI:

No shareholder of the Corporation shall enter into a voting trust agreement or any other type of agreement vesting another person with authority to exercise the voting power of any or all of his or her shares in the Corporation.

IN WITNESS WHEREOF, the undersigned, for the purpose of forming a Professional Service Corporation to perform services as aforesaid within the State of Florida, has executed these Articles of Incorporation on this 23 day of June 1999.

Candace Cooley
CANDACE COOLEY, M.D.

STATE OF New York
COUNTY OF Hamilton

Before me, the undersigned authority, personally appeared Candace Cooley, M.D., known to me to be the person described in the foregoing Articles of Incorporation of the Corporation, and such person acknowledged to and before me that such person executed the Articles of Incorporation for the purposes therein described.

WITNESS my hand and official seal this 23 day of June, 1999.

Cynthia M. Shanks
NOTARY PUBLIC
My commission expires: 12/27/00

CYNTHIA M. SHANKS
Notary Public, State of New York
County of Hamilton
Commission Expires 12/27/00

This Instrument (S-Corporate.Cooley
PA-Articles.Inc) prepared by:
ANCHORS, FOSTER, McINNIS & KEEFE, P.A.
(C. Jeffrey McInnis)
909 Mar Walt Drive, Suite 1014
Fort Walton Beach, Florida 32548
(904) 863-4064

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

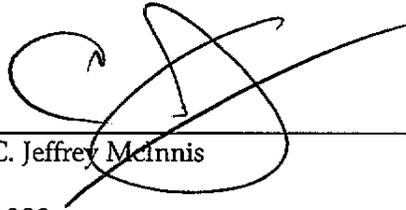
Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: OB/GYN SPECIALISTS OF THE EMERALD COAST, P.A.
2. The name and address of the registered agent and office is:

C. Jeffrey McInnis, Esq.
909 Mar Walt Drive
Suite 1014
Fort Walton Beach, FL 32547

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS 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.

SIGNATURE: _____


C. Jeffrey McInnis

DATE: June 24, 1999