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CAPITAL CONNECTION, INC.

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

David P. Nicholson, M.D.  
P.A.

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- 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 1 or 3 File \_\_\_\_\_
- UCC 11 Search \_\_\_\_\_
- UCC 11 Retrieval \_\_\_\_\_
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TALLAHASSEE, FLORIDA

9/14/99

Signature \_\_\_\_\_

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Date: 9/14/99

Time: 9:15

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ARTICLES OF INCORPORATION

OF

DAVID P. NICHOLSON, M.D., P.A.

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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 forming a professional service corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be David P. Nicholson, 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 services and consultant 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.

(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, subject to the provisions of Chapter 621, 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 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 2201 DuPont Drive, Pensacola, Florida 32503, and the name of the initial registered agent of the corporation at that office is David P. Nicholson, M.D.

ARTICLE VII

This corporation shall have one 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 nor more than nine. The name and address of the initial director and the incorporator of this corporation is:

David P. Nicholson, M.D.  
2201 DuPont Drive  
Pensacola, FL 32503

ARTICLE VIII

These Articles of Incorporation may be amended upon receiving the affirmative vote of the holders of a majority 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

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 fifty percent (50%) of the shares then outstanding.

ARTICLE XI

At any meeting of the stockholders, fifty-one (51%) 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 XII

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 13 day of September, 1999.

  
\_\_\_\_\_  
DAVID P. NICHOLSON, M.D.

STATE OF FLORIDA  
COUNTY OF ESCAMBIA

13 The foregoing instrument was acknowledged before me this  
13 day of September, 1999, by DAVID P. NICHOLSON, M.D., who is  
personally known to me and who did take an oath.

GIVEN under my hand and official seal this 13 day of  
September, 1999.



RONALD L. NELSON  
Notary Public - State of Florida  
My comm. expires March 30, 2003  
Comm. No. CC802552

A handwritten signature in black ink, appearing to read "RLN", written over a horizontal line.

Notary Public

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 DAVID P. NICHOLSON, M.D., P.A., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 2201 DuPont Drive, Pensacola, Florida 32503, has named DAVID P. NICHOLSON, M.D., as its agent to accept service of process within Florida.

DAVID P. NICHOLSON, M.D., P.A.

By: David P. Nicholson  
DAVID P. NICHOLSON, M.D.  
Its President

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.

David P. Nicholson  
DAVID P. NICHOLSON, M.D.

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