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October 20, 1999

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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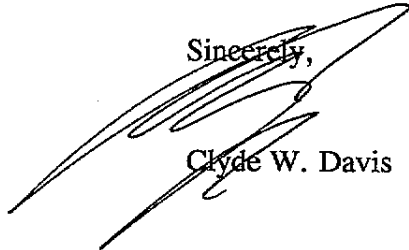
Re: Amelia Internal Medicine, Inc.

Ladies/Gentlemen:

Enclosed please find original and one copy of Articles of Organization for the above entity, duly executed and notarized, together my check in the amount of \$70.00 for your filing fee.

If you have any questions, please feel free to call me directly. Thank you for your prompt attention to this matter.

Sincerely,



Clyde W. Davis

CWD:dlr
Enclosures

99 OCT 22 AM 8:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Clyde W. Davis GAVE
AUTHORIZATION BY PHONE TO
CORRECT Art. VI
DATE 10-26-99
DOC. EXAM g

ajc 10/26

ARTICLES OF INCORPORATION

OF

AMELIA INTERNAL MEDICINE, P.A.

The undersigned, for the purpose of forming a professional corporation, for profit, under the provisions of Chapter 621, Laws of Florida, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the Corporation is **AMELIA INTERNAL MEDICINE, P.A.** The mailing address is: 1250 South 18th Street, Fernandina Beach, FL 32034.

ARTICLE II - DURATION

The Corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

This Corporation is organized primarily for the purpose of providing professional medical and health-care services to the public as a physician or surgeon, which services require, as a condition precedent to the rendering of such service, the possession of a professional license as legal authorization to conduct a medical practice or to act as a health-care professional, as limited by F.S. 621.03, and for engaging in related activity consistent with such purpose, which may include operation of a medical office or investment in medical equipment, and other business not inconsistent with the rendering of the professional health-care services.

ARTICLE IV - CAPITAL STOCK

(a) Authorized Capital. The maximum number of shares of stock which the Corporation is authorized to have outstanding at any one time is 7500 shares of common stock having par value of \$.10 per share.

(b) Preemptive Rights. The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, those shares of the common stock of this corporation which may be issued from time to time for money, property or past services in addition to that stock authorized and issued by the corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder and all shares of common stock currently authorized and issued.

(c) Cumulative Voting. Cumulative voting shall not be permitted.

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(d) Restrictions on Ownership and Transfer of Stock.

1. No shareholder shall have the right to sell, assign, transfer, pledge, encumber, transfer, or otherwise dispose of any of the shares of the corporation without first offering such shares for sale to the corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder; shall be sent by registered or certified mail to the corporation at its principal place of business; and shall remain open for acceptance by the corporation for a period of forty-five (45) days thereafter, they shall be deemed to have waived their privilege of purchasing and he or she will be at liberty to sell to anyone else. The shareholders may, by-law provision or by shareholders' agreement recorded in the minute book impose such restrictions on the sale, transfer, or encumbrance of the stock of this Corporation as they may see fit.

In any event, existing shareholders shall have the right of first refusal to purchase, on a pro-rata basis according to shares held, any outstanding shares offered for sale by any shareholder. Any sale of shares in the Corporation to any person or entity shall be void and of no effect unless notice is given to the existing shareholders, and they have waived their right of first refusal in writing. The price of the shares purchased under the right of first refusal shall be based on the book value of the corporation.

3. On the death of any shareholder, the corporation shall have the right to redeem or purchase all shares owned by such shareholder immediately prior to his or her death on the terms set forth above, and this provision shall be binding on the executor, administrator, or personal representative of each shareholder.

4. The ownership of shares and the transfer of the ownership of shares is restricted to those persons licensed by the State of Florida to render the professional services described in Article III, above. The corporation shall purchase or cause to be purchased the shares of any shareholder, officer, or director who is not licensed or who subsequently becomes legally disqualified to render the professional services for which this corporation was organized.

5. Shares of stock in this corporation shall not be transferred or sold until the sale or transfer has been reported to and approved by the Board of Directors.

6. Shares are transferable on the books of the company on presentation of a certificate properly endorsed, provided all indebtedness of the owner to this company, including any assessments, has been paid.

7. Each share certificate issued by the corporation shall have printed or stamped on it the following legend: "These shares are held subject to certain transfer restrictions imposed by the articles of incorporation of the corporation. A copy of such articles is on file at the principal office of the corporation."

(e) Approval of Shareholders Required for Merger. The approval of the shareholders of this Corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

This initial registered/principal office of this Corporation shall be 20 South 5th Street, Fernandina Beach, FL 32034, and the initial registered agent of this Corporation at such office shall be **CLYDE W. DAVIS**, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process.

The Board of Directors from time to time may move the Registered Office to any other address within the State of Florida.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) director . The number of directors may be increased or decreased from time to time by the by-laws, but there shall never be less than one. The name and address of the members of the first Board of Directors of the Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
GERALD B. BURFORD	1250 South 18 th Street Fernandina Beach, FL 32034
P. TODD DEVANE	1250 South 18 th Street Fernandina Beach, FL 32034
HENRY D. RODEFFER	1250 South 18 th Street Fernandina Beach, FL 32034

The persons named as directors shall hold office for the first year of existence of the Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

The Board of Directors is hereby authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefore in any form.

ARTICLE VII - BY-LAWS

The initial by-laws of this Corporation shall be adopted by the Board of Directors. By-laws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the Board of Directors, but the Board of Directors shall not alter, amend, or repeal any by-law adopted by the shareholders if the shareholders specifically provide that such by-law is not subject to amendment or repeal by the directors. No by-law may be adopted with would violate the provisions of Florida Statute 621 or these Articles of Incorporation.

ARTICLE VIII - INCORPORATOR

The name and street address of the incorporator of this Corporation is:

<u>NAME</u>	<u>ADDRESS</u>
GERALD B. BURFORD	1250 South 18 th Street Fernandina Beach, FL 32034

ARTICLE IX - AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation. These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the incorporator has executed these Articles the 18th day of ~~September~~^{October}, 1999.

Gerald B. Burford
GERALD B. BURFORD

STATE OF FLORIDA)
COUNTY OF NASSAU)

BEFORE ME, a Notary Public, personally appeared GERALD B. BURFORD, to me known to be the persons described as Incorporator or who produced *known to me* as identification and who executed the foregoing Articles of Incorporation, and acknowledged before me that HE subscribed to these Articles of Incorporation on the 18 day of ~~September~~^{October}, 1999.

[Signature]
NOTARY PUBLIC
Print Name:
My commission expires:

