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MICHAEL A. ALTES
ATTORNEY AT LAW
4465 WOODMERE STREET
JACKSONVILLE, FLORIDA 32210

TELECOPIER: (904) 389-3023

TELEPHONE: (904) 389-9883

November 23, 1999

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

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-11/29/99--01123--019
*****70.00 *****70.00

Re: Incorporation of Highland Orthopedics & Sports Medicine, P.A.

Ladies and Gentlemen:

Enclosed for filing and approval are the following:

1. Executed original and two (2) executed copies of the Articles of Incorporation for the above-named corporation.
2. Executed original and two (2) executed copies of the Certificate Designating Registered Agent and Registered Office for the above-named corporation, pursuant to Sections 48.091 and 617.023, Florida Statutes.
3. My law firm's check in the amount of \$70.00 to cover filing and registered agent costs.

Thank you for your assistance. If you have any questions, please do not hesitate to contact me.

Very truly yours,


Michael A. Altes

Maa/jka
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

HIGHLAND ORTHOPEDICS & SPORTS MEDICINE, P. A.

The undersigned subscribers to these articles of incorporation, being duly licensed to practice medicine under the laws of the state of Florida, adopt these articles to form a corporation under the Professional Service Corporation and Limited Liability Company Act, F.S. Chapter 621, and other laws of the state of Florida.

ARTICLE I. NAME

The name of the professional service corporation is HIGHLAND ORTHOPEDICS & SPORTS MEDICINE, P.A.

ARTICLE II. PRINCIPAL OFFICE

The principal office and mailing address of this corporation 4555-100 Emerson Street, Jacksonville, Florida 32207.

ARTICLE III. PURPOSE

The professional service corporation is formed to engage in every phase and aspect of the practice of medicine. In addition, the corporation may invest the funds of the professional service corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and own real and personal property necessary for the rendering of professional services.

ARTICLE IV. TERM OF EXISTENCE

The professional service corporation shall have perpetual existence starting on the date these articles of incorporation are filed with the Florida Department of State.

ARTICLE V. CAPITAL STOCK

The capital stock of the professional service corporation shall be one thousand (1,000) shares of common stock having a par value of one dollar (\$1.00) per share.

None of the shares of the professional service corporation may be issued to anyone other than an individual duly licensed to practice medicine in the state of Florida.

ARTICLE VI. REGISTERED OFFICE AND AGENT

The address of the initial registered office of this professional service corporation is 4555-100 Emerson Street, Jacksonville, Florida 32207. The name of the initial registered agent at that address is Kathleen Kopach.

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ARTICLE VII. BOARD OF DIRECTORS

The business of the corporation shall be managed by its board of directors. The initial board of directors shall consist of two (2) members. The names and addresses of the members of the first board of directors are:

Name	Address
James McL. Perry	7560 Founders Way Ponte Vedra Beach, Florida 32802
Kathleen Kopach	7560 Founders Way Ponte Vedra Beach, Florida 32802

ARTICLE VIII. SUBSCRIBERS

The names and addresses of the persons signing these articles of incorporation as subscribers are:

Name	Address
James McL. Perry	7560 Founders Way Ponte Vedra Beach, Florida 32802
Kathleen Kopach	7560 Founders Way Ponte Vedra Beach, Florida 32802

ARTICLE IX. RESTRAINT ON ALIENATION OF SHARES

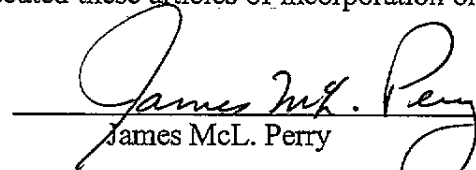
The shareholders of the professional service corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of the shareholders of the professional service corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the professional service corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details, of the disposition shall be determined by the shareholders of the professional service corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of the professional service corporation may sell or transfer stock in the corporation except to another individual who is eligible to be a shareholder of the professional service corporation, and the sale or transfer may be made only after it has been approved at a shareholder meeting especially called for that purpose. If any shareholder becomes legally disqualified to practice medicine in the state of Florida, is elected to a public office, or accepts employment that places restrictions or limitations on the continuous rendering of such

professional services, that shareholder's shares of stock shall immediately become subject to purchase by the professional service corporation in accordance with the bylaws adopted by the shareholders.

ARTICLE X. AMENDMENT

The corporation reserves the right to amend or repeal any provisions in these articles of incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers executed these articles of incorporation on November 23, 1999.

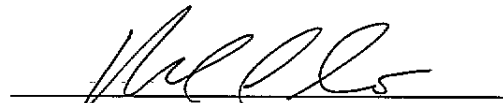

James McL. Perry


Kathleen Kopach

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing articles of incorporation were acknowledged before me on this 23rd day of November, 1999, by James McL. Perry and Kathleen Kopach. They are each personally known to me or each produced a Florida driver's license as identification.



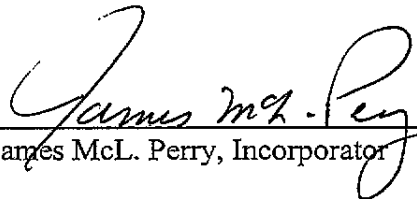

Notary Public, State of Florida at Large.
My commission expires:

Michael A. Altus
name printed or typed

CERTIFICATE DESIGNATING
REGISTERED AGENT AND REGISTERED OFFICE

In compliance with Sections 48.091, 621.13 and 607.0501, Florida Statutes, the following
is submitted:

That Highland Orthopedics & Sports Medicine, P.A., desiring to organize under the laws of the State of Florida, with its principal place of business at 4555-100 Emerson Street, Jacksonville, Florida 32207, has named Kathleen Kopach, whose street address is 4555-100 Emerson Street, Jacksonville, Florida 32207, as its agent to accept service of process within Florida.


James McL. Perry, Incorporator

Date: November 23, 1999.

Having been named as registered agent to accept service of process for the above stated corporation, at the place designated in this certificate, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accept the obligations of its positions as registered agent.


Kathleen Kopach

Date: November 23, 1999.

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