

RAMON RAMOS, M.D., P.C.

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9310181

Secretary of State
Business Services and Regulation
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

CONTROL NUMBER: 9310181
EFFECTIVE DATE: 04/27/1993
COUNTY : CHATHAM
REFERENCE : 0072
PRINT DATE : 05/12/1993
FORM NUMBER : 311

DAVID H. DICKEY
OLIVER MANER & GRAY
P. O. BOX 10186
SAVANNAH GA 31412

CERTIFICATE OF INCORPORATION

I, **MAX CLELAND**, Secretary of State and the Corporation Commissioner of the State of Georgia, do hereby certify under the seal of my office that

RAYMON RAMOS, M.D., P.C.

has been duly incorporated under the laws of the State of Georgia on the effective date stated above by the filing of articles of incorporation in the office of the Secretary of State and by the paying of fees as provided by Title 14 of the Official Code of Georgia Annotated.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.



Max Cleland

MAX CLELAND
SECRETARY OF STATE

Verley J. Spivey

VERLEY J. SPIVEY
DEPUTY SECRETARY OF STATE

SECURITIES
656-2894

CEMETERIES
656-3079

CORPORATIONS
656-2817

CORPORATIONS HOT LINE
404-656-2222
Outside Metro-Atlanta

**ARTICLES OF INCORPORATION
OF
RAYMON RAMOS, M.D., P.C.**

ONE

The name of the corporation (the "Corporation") is *Raymon Ramos, M.D., P.C.*

TWO

The Corporation is organized pursuant to the provisions of the Georgia Business Corporation Code, and the Corporation elects to be governed by the provisions of the Georgia Professional Corporation Act [O.C.G.A. § 14-7-1 et seq.].

THREE

The Corporation shall have perpetual duration.

FOUR

The Corporation is a corporation for profit and is organized for the purpose of practicing the profession of medicine with emphasis in Pediatrics, as well as any other activity not prohibited by any Business Corporation under the Georgia Business Corporation Code.

FIVE

The Corporation shall have authority, exercisable by its Board of Directors, to issue up to 1,000,000 shares of common voting stock of \$1.00 par value per share (the "Common Stock"). A holder of record of one or more shares of the Common Stock shall have one (1) vote on any matter submitted to a shareholder vote for each share of the Common Stock held. Holders of the Common Stock are entitled to the entire voting power, all dividends declared, and all net assets of the Corporation upon liquidation.

SIX

The shares of the Corporation shall only be issued to, held by, or transferred to a person who is licensed in Georgia to practice medicine and who, unless disabled, is actively engaged in such practice, except as otherwise permitted under the provisions of Section 5 of the Georgia Professional Corporation Act (Ga. Laws 1970, p. 243; O.C.G.A., Title 14, Chapter 7) and each share certificate of the Corporation shall be appropriately endorsed disclosing this restriction and stating that shares standing in the name of a retired person or of a person disqualified to practice medicine, or in the name of the personal representative of a deceased person, except during the holding period provided by the

provisions of the Georgia Professional Corporation Act (Ga. Laws 1970, p. 243; O.C.G.A., Title 14, Chapter 7) are void.

SEVEN

No holder of shares of the Common Stock of the Corporation shall have the preemptive right to acquire unissued shares of the Common Stock or any other class of capital stock of the Corporation.

EIGHT

(a) No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for breach of the duty of care or other duty as a director, except that such liability shall not be eliminated for:

(1) any appropriation, in violation of the director's duties, of any business opportunity of the Corporation or any subsidiary thereof;

(2) acts or omissions which involve intentional misconduct or a knowing violation of law;

(3) liability under Section 14-2-831 (or any successor or redesignation thereof) of the Georgia Business Corporation Code; or

(4) any transaction from which the director derived an improper personal benefit.

This provision shall not eliminate or limit the liability of a director for any act or omission occurring prior to the effective date of these Articles.

(b) Any repeal or modification of the foregoing paragraph (a) of this Article Eight shall not adversely affect the elimination or limitation of liability or alleged liability pursuant hereto of any director of the Corporation for or with respect to any acts or omissions of such director prior to such repeal or modification.

NINE

The initial Directors of this Corporation shall serve for a one year term and thereafter the Directors of this Corporation shall serve such terms as set forth in the Bylaws of the Corporation.

TEN

All decisions made by the initial Board of Directors or by any subsequent Board of Directors relating wholly to professional considerations concerning the practice of medicine shall be made only by those members of the Board of Directors who are licensed to practice medicine in the State of Georgia, and such decision by the members of the Board of Directors so licensed shall be the act of the Board of Directors. (O.C.G.A. § 14-7-4(c)).

ELEVEN

At least one member of the Board of Directors and the President of the Corporation shall be licensed in Georgia to practice medicine. (O.C.G.A. § 14-7-4(c)).

TWELVE

The Corporation will practice medicine only through its officers, employees and agents who are duly licensed or otherwise legally authorized to practice medicine in the State of Georgia, but the Corporation may employ unlicensed persons in capacities in which they are not rendering professional services to the public in the course of their employment. (O.C.G.A. § 14-7-4).

THIRTEEN

Notwithstanding any other provision of these Articles of Incorporation or the Bylaws of the Corporation, the shareholders of the Corporation shall not make, alter, amend or repeal any Bylaws of the Corporation except by the affirmative vote of holders of not less than two-thirds (2/3) of the Common Stock of the Corporation entitled to vote at an election of directors.

FOURTEEN

Notwithstanding any other provision of these Articles of Incorporation or the Bylaws of the Corporation, the affirmative vote of the holders of not less than two-thirds (2/3) of the Common Stock of the Corporation entitled to vote at an election of directors shall be required to amend, alter or repeal the Articles of Incorporation of the Corporation or to adopt provisions inconsistent with any such provisions, unless not less than three-fourths (3/4) of the directors approve such amendment, in which case the voting requirements otherwise provided for by law shall apply.

FIFTEEN

The Board of Directors of the Corporation may, from time to time and at its discretion, distribute a portion of its assets to its shareholders out of capital surplus of the Corporation.

SIXTEEN

The Corporation may, upon adoption of a resolution by its Board of Directors, purchase its own shares to the extent of unreserved and unrestricted capital surplus available for said purpose.

SEVENTEEN

If any provision or any part of any provision of these Articles of Incorporation is found to be not valid for any reason, such invalid provision or provisions shall have no effect upon the remaining provisions of these Articles of Incorporation.

EIGHTEEN

The initial registered office of the Corporation is 5112 Paulsen Street, Suite B, Chatham County, Savannah, GA 31405-4723. The initial registered agent of the Corporation at such address is Raymon Ramos, M.D.

NINETEEN

The initial principal office of the Corporation is 5112 Paulsen Street, Suite B, Chatham County, Savannah, GA 31405-4723. The mailing address is 5112 Paulsen Street, Suite B, Savannah, GA 31405-4723.

TWENTY

The Board of Directors shall consist of not less than one (1) nor more than seven (7) members. The number of directors to serve initially shall be specified in the Bylaws of the Corporation. Thereafter, the number may be increased or decreased within said limits as provided in the Bylaws. The initial Board of Directors shall consist of one (1) person whose name, occupation, citizenship, place of residence and business address is as follows:

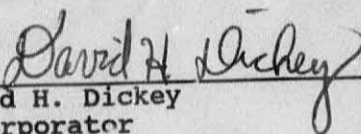
<u>NAME</u>	<u>OCCUPATION</u>	<u>CITIZENSHIP</u>	<u>PLACE OF RESIDENCE</u>	<u>PLACE OF BUSINESS</u>
Raymon Ramos	Physician	USA	10 North Marsh Road Savannah, GA 31410	5112 Paulsen Street Suite B Sevannah, GA 31405-4723

TWENTY-ONE

The name and address of the incorporator are as follows:

David H. Dickey, Attorney at Law
Oliver Maner & Gray
Post Office Box 10186
Savannah, Georgia 31412
Telephone No. (912) 236-3311

IN WITNESS WHEREOF, the undersigned executes these
Articles of Incorporation, this 23rd day of April 1993.



David H. Dickey
Incorporator

APR 21 11 02 AM '93
SECRETARY OF STATE

Secretary of State
Business Services and Regulation
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

RESERVATION NUMBER: 931030468
EFFECTIVE DATE : 04/13/1993
EXPIRATION DATE : 07/12/1993
LICENSE NO. : 033683
CONSENT ON FILE : N/A
PRINT DATE : 04/16/1993
FORM NUMBER : 506

DAVID H. DICKEY
P O BOX 10186
SAVANNAH GA 31412

NAME RESERVATION CERTIFICATE

I, **MAX CLELAND**, Secretary of State and the Corporation Commissioner of the State of Georgia, do hereby certify under the seal of my office that the records of the Secretary of State have been reviewed and the name

RAYMON RAMOS M.D., P.C.

is not identical to, and appears to be distinguishable from, the name of any other existing corporation, limited partnership or professional association on file pursuant to Title 14 of the Official Code of Georgia Annotated.

This certificate shall be valid for a nonrenewable period of ninety days from the date of this certificate for profit and nonprofit corporations, professional associations or limited partnerships. Please submit this original certificate with any subsequent formation filing for a corporation, limited partnership or professional association.

Name reservations are not renewable after expiration of the statutory reservation period stated above.



SECURITIES
656-2894

CEMETERIES
656-3079

CORPORATIONS
656-2817

CORPORATIONS HOT LINE
404-656-2222
Outside Metro-Atlanta

Max Cleland
MAX CLELAND
SECRETARY OF STATE

Verley J. Spivey
VERLEY J. SPIVEY
DEPUTY SECRETARY OF STATE

OLIVER MANER & GRAY

ATTORNEYS AT LAW

218 STATE STREET, WEST - POST OFFICE BOX 10186

SAVANNAH, GEORGIA 31412

TELEPHONE (912) 236-3311

FAX (912) 236-8725

THOMAS S. GRAY, JR.
WILLIAM P. FRANKLIN, JR.
JAMES L. PANNELL
JULIAN R. FRIEDMAN (GA. & S.C.)
WILLIAM T. MOORE, JR.
DAVID H. DICKEY
I. GREGORY HODGES
ROBERT W. SCHIVERA (GA. & N.C.)
PATRICK T. O'CONNOR
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PATRICIA TANZER PAUL
WENDY W. WILLIAMSON
JEFFREY A. FELSER
ROBERT L. PERSSE
TERRI MARTIN YATES
RUSSELL V. MOBLEY
PAMELA J. RHOADS

April 23, 1993

TWIGGS & OLIVER
1897-1905
OLIVER & OLIVER
1906-1941
OLIVER, OLIVER & DAVIS
1942-1955
OLIVER, DAVIS & MANER
1955-1963
OLIVER & MANER
1963-1967
—
JOSEPH M. OLIVER
1907-1989
EDWIN MANER, JR.
1918-1984

CHARLES L. SPARKMAN
OF COUNSEL

The Honorable Max Cleland
Secretary of State of Georgia
Corporations Division
#2 Martin Luther King, Jr. Dr., S.E.
Suite 306, West Tower
Atlanta, Georgia 30334

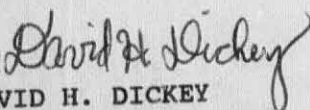
Re: Incorporation of Raymon Ramos, M.D., P.C.

Dear Sir:

In connection with the above-captioned incorporation, we are furnishing herewith the following items for filing or appropriate processing in accordance with Section 14-2-201.1 of the Georgia Business Corporation Code:

1. Original and one (1) exact copy (per Section 14-2-120(h) of the Code) of the Articles of Incorporation of *Raymon Ramos, M.D., P.C.* Also enclosed is your certificate reserving the name of said corporation.
2. \$60 check payable to you as your fee for filing said Articles as provided in Section 14-2-122(1) of said Code.
3. Secretary of State's Form 227 appropriately filled out.

Very truly yours,


DAVID H. DICKEY
For the Firm

DHD:sfd
Enclosures



MAX CLELAND
Secretary of State
State of Georgia

BUSINESS SERVICES AND REGULATION
Suite 315, West Tower
2 Martin Luther King Jr. Drive
Atlanta, Georgia 30334-1530
(404) 656-2817

J. F. GULLION
Director

TRANSMITTAL INFORMATION FOR GEORGIA
PROFIT OR NONPROFIT CORPORATIONS

DO NOT WRITE IN SHADED AREA - SOS USE ONLY

DOCKET #	<u>931190189</u>	PENDING CONTROL #	<u>P035973</u>	CONTROL #	<u>9310181</u>
Docket Code	<u>311</u>	Corporation Type	<u>PC</u>		
Date Filed	<u>4/17/93</u>	Amount Received \$	<u>600.00</u>	Check/Receipt #	<u>26415</u>
Jurisdiction (County) Code	<u>ST25</u>				
Examiner	<u>TJ</u>	Date Completed			

NOTICE TO APPLICANT: PRINT PLAINLY OR TYPE REMAINDER OF THIS FORM.
INSTRUCTIONS ARE ON THE BACK OF THIS FORM.

1.	931030468 Corporate Name Reservation Number RAYMON RAMOS, M.D., P.C. Corporate Name (exactly as appears on name reservation)	
2.	David H. Dickey, Oliver Maner & Gray Applicant/Attorney Post Office Box 10186 Address Savannah, Georgia City	(912) 236-3311 Telephone Number 31412 Zip Code

3. NOTICE: THIS FORM DOES NOT REPLACE THE ARTICLES OF INCORPORATION. MAIL OR DELIVER DOCUMENTS AND THE SECRETARY OF STATE FILING FEE TO THE ABOVE ADDRESS. DOCUMENTS SHOULD BE SUBMITTED IN THE FOLLOWING ORDER. (A COVER LETTER IS NOT REQUIRED.)

1. FORM 227 - TRANSMITTAL FORM (ATTACH SECRETARY OF STATE FILING FEE OF \$60.00 TO THIS FORM)
2. ORIGINAL ARTICLES OF INCORPORATION
3. ONE COPY OF ARTICLES OF INCORPORATION

I understand that the information on this form will be entered in the Secretary of State business registration database. I certify that a Notice of Intent to Incorporate and a publishing fee of \$40.00 has been mailed or delivered to the authorized newspaper as required by law.

David H. Dickey
Authorized Signature

April 23, 1993
Date

Secretary of State
Business Services and Regulation
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 931650559
CONTROL NUMBER: 9310181
EFFECTIVE DATE: 06/10/1993
REFERENCE : 0064
PRINT DATE : 06/14/1993
FORM NUMBER : 612

OLIVER MANER & GRAY/DAVID H. DICKEY
218 STATE STREET WEST
P.O. BOX 10186
SAVANNAH GA 31412

CERTIFICATE OF CORRECTION OF NAME

I, **MAX CLELAND**, Secretary of State and the Corporation Commissioner of the State of Georgia, do hereby certify under the seal of my office that

RAYMON RAMOS, M.D., P.C.
A PROFESSIONAL CORPORATION

has filed articles of correction in the office of the Secretary of State changing its name to

RAMON RAMOS, M.D., P.C.

and has paid the required fees as provided by Title 14 of the Official Code of Georgia Annotated. Attached hereto is a true and correct copy of said articles of correction.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.



Max Cleland

MAX CLELAND
SECRETARY OF STATE

Verley J. Spivey

VERLEY J. SPIVEY
DEPUTY SECRETARY OF STATE

SECURITIES
656-2894

CEMETERIES
656-3079

CORPORATIONS
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CORPORATIONS HOT LINE
404-656-2222
Outside Metro-Atlanta

**ARTICLES OF CORRECTION
OF ARTICLES OF INCORPORATION
OF
RAYMON RAMOS, M.D., P.C.**

931650559
\$20

931030468
9310181

(a corporation organized under the laws of the State of Georgia)

Pursuant to O.C.G.A. 14-2-124 and 14-3-5, the undersigned corporation executes the following Articles of Correction:

1. The name of the Corporation is: Ramon Ramos, M.D., P.C.
2. The Articles of Incorporation were recorded by the Secretary of State of Georgia on April 27, 1993 and that said document requires correction.
3. The error in the document to be corrected is as follows: The name erroneously appeared as Raymon Ramos, M.D., P.C.
4. The foregoing error in the document is corrected to read as follows: Ramon Ramos, M.D., P.C.

IN WITNESS WHEREOF, the undersigned Corporation has caused these ARTICLES OF CORRECTION to be signed in its corporate name and on its behalf by its attorney and incorporator on this 17th day of June, 1993.

RAMON RAMOS, M.D., P.C.

By: David H. Dickey
DAVID H. DICKEY
Title: Attorney and Incorporator

JUN 10 10 09 AM '93

SECRETARY OF STATE

OLIVER MANER & GRAY

ATTORNEYS AT LAW

218 STATE STREET, WEST - POST OFFICE BOX 10186

SAVANNAH, GEORGIA 31412

TELEPHONE (912) 236-3311

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TERRI MARTIN YATES
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TWIGGS & OLIVER
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OLIVER & MANER
1963-1967
—
JOSEPH M. OLIVER
1907-1989
EDWIN MANER, JR.
1918-1984

June 7, 1993

CHARLES L. SPARKMAN
OF COUNSEL

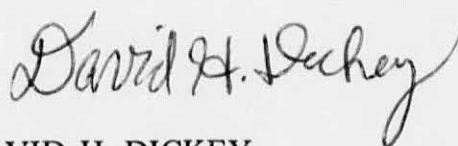
The Honorable Max Cleland
Secretary of State of Georgia
Corporations Division
#2 Martin Luther King, Jr. Dr., S.E.
Suite 306, West Tower
Atlanta, Georgia 30334

Re: Raymon Ramos, M.D., P.C.

Enclosed herewith in regard to the above-captioned professional corporation are Articles of Correction of Articles of Incorporation and one exact copy. The proper notice has been forwarded to the local newspaper for publication of the corporation's intention to file the Articles of Correction. Additionally, enclosed you will find a check in the amount of \$20 to cover the cost of the same.

We trust all is in order. Please file the same and return to us a conformed copy.

Very truly yours,



DAVID H. DICKEY
For the Firm

DHD:sfd

Enclosures

Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : K92870550
CONTROL NUMBER : K310181
DATE INCORPORATED: 04/27/1993
DATE DISSOLVED : 08/06/1996
EFFECTIVE DATE : 10/12/1999
REFERENCE : 0093
PRINT DATE : 10/14/1999
FORM NUMBER : 122

LINDA JONES
C/O RAMON RAMOS
313 EISENHOWER DR.
SAVANNAH, GA 31406

CERTIFICATE OF REINSTATEMENT

I, Cathy Cox, the Secretary of State and the Corporations Commissioner of the State of Georgia, do hereby certify under the seal of my office that

RAMON RAMOS, M.D., P.C.
A PROFESSIONAL CORPORATION

was incorporated and later dissolved on the dates stated above. Said corporation has filed an application for reinstatement, has paid all fees and penalties due to the Secretary of State, and has filed an updated annual registration. Attached hereto is a true and correct copy of said application.

WHEREFORE, said corporation is hereby reinstated as of the effective date of this certificate, having met the requirements for reinstatement under Title 14 of the Official Code of Georgia Annotated. The corporation's reinstatement shall relate back to and take effect as of the date of the administrative dissolution and the corporation may resume its business as if the administrative dissolution had never occurred.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.



Cathy Cox

Cathy Cox
Secretary of State



Secretary of State
Cathy Cox

CORPORATIONS DIVISION
315 West Tower
2 Martin Luther King, Jr. Drive
Atlanta, Georgia 30334-1530
(404) 656-2817

992870550

LINDA JONES
C/O RAMON RAMOS
313 EISENHOWER DRIVE
SAVANNAH GA 31406

RESERVATION NUMBER: K92650462
CONTROL NUMBER : K310181
DATE DISSOLVED : 08/06/1996
TELEPHONE NUMBER : 404-656-2817
AMOUNT DUE : \$175.00
PRINT DATE : 09/22/1999
FORM NUMBER : 522

SECRETARY OF STATE
OCT 12 11 16 AM '99
BSR (01)

APPLICATION FOR REINSTATEMENT OF A DOMESTIC CORPORATION

Pursuant to the provisions of Title 14 of the Official Code of Georgia Annotated, the undersigned domestic corporation hereby applies to the Secretary of State for a certificate of reinstatement of a domestic corporation and submits the following:


RAMON RAMOS, M.D., P.C.
A PROFESSIONAL CORPORATION

Was administratively dissolved by the Office of Secretary of State on the date stated above for failure to comply with the requirements of Title 14 of the Official Code of Georgia Annotated. Grounds for the dissolution either did not exist or have been eliminated. All taxes owed by the corporation have been paid. The name, satisfying the requirements of Title 14 of the Official Code of Georgia Annotated, by which the corporation will hereafter be known is

RAMON RAMOS, M.D., P.C.

This application must be accompanied by the annual registration coupon printed below and the amount due above which is the sum of the filing fee and the total annual fees.

Complete and return all copies of this form with a check made payable to the Secretary of State for the amount due above. This application must be signed by the Chairman of the Board of Directors, President, or other Corporate Officer.

 - President
SIGNATURE AND TITLE

10/5/99
DATE