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Clearwater, Florida 34624
(813) 536-8800
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May 2, 1995

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Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: Incorporation of Bay Area Internal Medicine & Geriatric Care, P.A.

To Whom It May Concern:

Enclosed is the signed original and one signed copy of the Articles of Incorporation of the above named Corporation. We have also enclosed a check in the amount of \$70.00 for (1) the filing fees (\$35.00), and (2) the designation of a Registered Agent (\$35.00)

Please process this at your earliest opportunity and return a copy of the Articles to this office at the following address:

Patel, Moore & O'Connor, P.A.
Attn: Sandip I. Patel, Esquire
122 South Howard Avenue
Tampa, Florida 33606

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DIVISION OF CORPORATIONS
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Thank you for your assistance. If you have any questions, please do not hesitate to call us.

Sincerely,

PATEL, MOORE, & O'CONNOR, P.A.

S. Patel

Sandip I. Patel

SIP/ljo

**ARTICLES OF INCORPORATION
OF
BAY AREA INTERNAL MEDICINE & GERIATRIC CARE, P.A.**

The undersigned subscriber to these Articles of Incorporation, on behalf of natural people competent to contract and legally authorized to practice the profession of medicine in the State of Florida, hereby proceed to form a professional corporation in accordance with the Florida Professional Service Corporation Act and the Florida Business Corporation Act, and hereby adopts the following Articles of Incorporation for such corporation.

ARTICLE I. NAME

The name of the corporation established as a Florida Professional Association is Bay Area Internal Medicine & Geriatric Care, P.A.

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DIVISION OF CORPORATIONS
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ARTICLE II. PURPOSE AND NATURE OF BUSINESS

The purpose of the Corporation and the nature of its business is as follows:

To engage in the practice of Medicine and to render such services as may be ancillary to the foregoing. The corporation may purchase and own real and personal property necessary or appropriate for rendering its professional services and may invest its funds in real estate, mortgages, stocks, bonds, and any other type of investments, all in accordance with the provisions of Florida Statutes Chapter 621.

ARTICLES III. CAPITAL STOCK

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is Ten Thousand (10,000) shares of voting stock having a par value of \$.01 per share and Ten Thousand (10,000) share of non-voting stock having a par value of \$.01 per share. Pursuant to Florida Statutes Chapter 621, none of the shares of the Corporation may be issued to anyone other than an individual who is duly licensed to practice Medicine in the State of Florida.

ARTICLE IV. DURATION

The Corporation shall have perpetual existence.

ARTICLE V. INITIAL REGISTERED AGENT

The name and address of the initial registered agent is:

Sandip I. Patel, Esquire
c/o PATEL, MOORE & O'CONNOR, P.A.
122 South Howard Avenue
Tampa, Florida 33606

The Board of Directors may from time to time change the registered agent.

ARTICLE VI. PRINCIPAL OFFICE

The street address of the principal office of the Corporation is:

700 Tyrone Blvd. North
St. Petersburg, Florida 33710

The Board of Directors may from time to time change the address of the principal office to another location within the State of Florida.

ARTICLE VII. DIRECTORS

The Corporation shall be managed by a Board of Directors consisting of at least one (1) Director. No person shall serve as a Director of the Corporation unless the person is duly licensed to practice Medicine in the State of Florida. The Directors shall be elected by the shareholders of the Corporation. The name and street address of the person who will serve as members of the initial Board of Directors is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Kirit Patel	700 Tyrone Blvd. North St. Petersburg, Florida 33710
Samir Shah	700 Tyrone Blvd. North St. Petersburg, Florida 33710
Vijay Patel	700 Tyrone Blvd. North St. Petersburg, Florida 33710

ARTICLE VIII. SUBSCRIBERS

The names and address of the subscriber, who is the incorporator of this Corporation, and

who is duly licensed in the State of Florida to practice law, is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Sandip I. Patel, Esq.	122 South Howard Avenue Tampa, Florida 33606

ARTICLE IX. RESTRAINT ON ALIENATION

No shareholder may sell or transfer his/her shares in the Corporation except to another individual who is eligible to be a shareholder of the Corporation under Florida Law.

ARTICLE X. DISQUALIFICATION

If any officer, shareholder, agent or employee of the Corporation who has been rendering professional service to the public for the Corporation becomes legally disqualified to render such professional services within Florida or accepts employment that places restrictions or limitations upon his or her continued rendering of such professional services, then the Corporation shall require him or her to comply with the Florida Professional Service Corporation Act by severing all employment with and financial and stock interests in the Corporation.

ARTICLE XI. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE XII. BYLAWS

The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the Shareholders. The Board of Directors shall adopt the initial Bylaws to this Corporation.

ARTICLE XIII. PREEMPTIVE RIGHTS

Each of the Initial Shareholders of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that Shareholder's pro-rata portion of the following:

- A. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any

amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; and

B. Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any Initial Shareholder who does not exercise it and pay for the shares preempted within twenty (20) days after receipt of written notice from the Corporation stating the price, terms and conditions of the issue of shares and inviting the Initial Shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the Initial Shareholder.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 1st day of May, 1995.

Sandip I. Patel
Sandip I. Patel, Esquire

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ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, pursuant to Florida Statute 48.091 and Article V and VIII of these Articles of Incorporation, the undersigned Sole Incorporator/Registered Agent does hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office and designates his location for service of process as:

Sandip I. Patel, Esquire
122 South Howard Avenue
Tampa, Florida, 33606

The Undersigned shall serve as Registered Agent until otherwise removed or he shall resign pursuant to the law of the State of Florida.

By: Sandip I. Patel
Sandip I. Patel, Esquire
Registered Agent