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ATTORNEYS AT LAW

October 29, 1998

ELINOR E. BAXTER
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STUART JAY LEVINE
TASO M. MILONAS**
ALAN M. ORAVEC****
LEIGH E. THOMAS
JAMES E. THOMISON***
JOEL W. WALTERS*****

VIA UPS NEXT DAY AIR N390 4647 52 8

Secretary of State
Bureau of Corporate Records
409 East Gaines Street
Tallahassee, Florida 32399

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-10/30/98--01031--013
****122.50****78.75
* Board Certified Real Estate Attorney
** Board Certified Tax Attorney
*** Board Certified Health Law Attorney
**** Certified Circuit Court Mediator

Re: Ear, Nose & Throat Center of Sarasota, P.A.

#98094-001

Dear Sir or Madam:

We are enclosing an original and one copy of Articles of Incorporation for filing on behalf of the subject corporation, and a check in the amount of \$122.50 to cover the filing fees.

Please file the Articles, certify the enclosed copy and return the certified copy to us via over-night mail in the envelope provided.

Thank you for your attention to this matter.

Sincerely yours,

Linda Moody, Legal Assistant to
Leigh E. Thomas

LET/lm
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 30 PM 11:30

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ARTICLES OF INCORPORATION
OF
EAR, NOSE & THROAT CENTER OF SARASOTA, P.A.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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The undersigned subscriber, for the purpose of forming a corporation under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of this corporation is EAR, NOSE & THROAT CENTER OF SARASOTA, P.A.

ARTICLE II

Nature of Business and Corporate Purpose

The corporation is organized as a for profit professional corporation under Chapter 621, Florida Statutes, for the following purposes:

- (a) To manage, control, cooperate, govern, construct, reconstruct, repair and lease medical and health related support facilities.
- (b) To establish and operate an organization for the purposes of furnishing medical care and related activities for those suffering from illness, disease, injuries or disabilities through the conduct of individuals authorized by the laws of the State of Florida to render such professional services.

(c) To participate in any health care activity designed and carried on to promote the general health of the citizens of the State of Florida.

(d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.

(e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.

(f) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, lease, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other municipality or of any instrumentality thereof.

(g) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(h) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(i) To engage in any other lawful business authorized pursuant to Chapter 621 of the Florida Statutes and to have, in furtherance of the corporate purpose, all of the powers conferred upon the corporation organized in the State of Florida subject to any limitations thereof contained in these Articles of Incorporation or any laws of the State of Florida.

ARTICLE III

Capital Stock

The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 10,000 shares of common stock with a par value of \$1.00 per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

ARTICLE IV

Existence of Corporation

This corporation shall have perpetual existence.

ARTICLE V

Directors

The corporation shall have four (4) directors initially. The number of directors may be increased or diminished from time to time by bylaws adopted by the shareholders, provided that the corporation shall always have at least one director. The names and street addresses of

the initial directors of this corporation, who shall serve until their successors are duly elected and qualified, are:

Richard C. Rehmeyer, M.D.	1880 Arlington Street, Suite 206 Sarasota, FL 34239
Jerald G. Steiner, M.D.	1888 Hillview Street Sarasota, FL 34239
Roger M. Shea, M.D.	5741 Bee Ridge Road, Suite 260 Sarasota, FL 34233
Andrew Marlowe, M.D.	5741 Bee Ridge Road, Suite 260 Sarasota, FL 34233

ARTICLE VI

Officers

The names of the officers of this corporation are as follows:

Richard C. Rehmeyer, M.D.	President
Jerald G. Steiner, M.D.	Secretary
Roger M. Shea, M.D.	Treasurer
Andrew Marlowe, M.D.	Vice President

ARTICLE VII

Subscriber

The name and street address of the incorporator signing these articles of incorporation are:

Leigh E. Thomas	1515 Ringling Boulevard, Suite 900 Sarasota, FL 34236
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ARTICLE VIII

Mailing Address

The initial mailing address for the corporation is 5741 Bee Ridge Road, Suite 260, Sarasota, Florida 34233.

ARTICLE IX

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 1515 Ringling Boulevard, Suite 900, Sarasota, Florida 34236 and the name of its initial registered agent at such address is Leigh E. Thomas.

ARTICLE X

Amendment

These articles of incorporation may be amended by the affirmative vote of the number of shareholders which is equal to a majority of the number who would constitute a quorum.

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation on October 28, 1998.


LEIGH E. THOMAS

EAR, NOSE & THROAT CENTER OF SARASOTA, P.A.

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, Leigh E. Thomas, having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of the position of registered agent.

DATED this 28th day of October, 1998.

Leigh E. Thomas

Leigh E. Thomas
Registered Agent

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