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January 3, 2000

FILED  
00 JAN -5 PM 1:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CORPORATE RECORDS BUREAU  
DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
Post Office Box 6327  
Tallahassee, FL 32314

ATTN: Mrs. Jo Mynard, Supervisor  
Charter Section

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-01/05/00--01055--003  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

RE: Seth Cohen, M.D., P.A.

Dear Mrs. Mynard:

Enclosed are two original copies of the executed Articles of Incorporation for the above-referenced corporation. Please endorse your approval of the Articles on the duplicate original copy provided and return same.

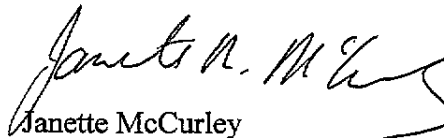
Your attention is directed to Article II of the Articles of Incorporation which provides for January 3, 2000 as the commencement date for this corporation. Please make sure your records indicate the correct effective date.

A check in the amount of \$70.00 is enclosed to cover the Registered Agent fee and the filing fee.

If you find any problems with the enclosed documents or require additional information, please contact the undersigned by telephone rather than returning any documents.

Sincerely,

GIBBS & ASSOCIATES, P.A.

  
Janette McCurley

1-11  
WC

ARTICLES OF INCORPORATION

OF

SETH COHEN, M.D., P.A.

FILED  
00 JAN -5 PM 1:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of this corporation is SETH COHEN, M.D., P.A.

ARTICLE II

DURATION; EFFECTIVE DATE

This corporation shall exist perpetually, commencing as of January 3, 2000.

ARTICLE III

PURPOSES

This corporation is organized for the following purposes:

1. To engage in every aspect of the practice of medicine and all of its fields of specialization.
2. To engage and render the professional service involved only through its officers, agents and employees who are in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the professional service of this corporation.
3. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.
4. To own real and personal property necessary for the rendering of the professional services hereby authorized.
5. To engage in no other business other than the rendering of the professional services herein specified.

## ARTICLE IV

### CAPITAL STOCK

This corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of One Dollar (\$1.00) par value common stock. Shares of the corporation's stock and certificates therefor shall be issued only to persons in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.

## ARTICLE V

### REGISTERED OFFICE AND REGISTERED AGENT

The name of the initial Registered Agent of this corporation and the street address of the initial Registered Office are as follows: Janette M. McCurley, Esquire, 100 Second Avenue South, Suite 704, St. Petersburg, FL 33701. The mailing address of the corporation is 100 Second Avenue South, Suite 704, St. Petersburg, FL 33701.

The street address of the principal office of the corporation in this State will be 4244 Eastwood Dr., Sarasota, FL 34232. The Board of Directors may from time to time move the principal office to any other address in Florida, and the corporation may have other offices, agencies and branches at such places as may be determined by the Board of Directors.

## ARTICLE VI

### INCORPORATOR

The name and address of the person signing these Articles of Incorporation is Janette M. McCurley, Esquire, 100 Second Avenue South, Suite 704, St. Petersburg, Florida, 33701.

## ARTICLE VII

### AMENDMENT

1. This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

2. In the event the ownership of shares of this corporation shall be in any person, trust, corporation, estate or partnership who is not qualified to own such shares under the provisions of Chapter 621, Florida Statutes, and there has been no voluntary transfer of stock, the Board of Directors and Shareholders shall have the power to amend these Articles of Incorporation to effect a change in the nature and purpose of the business authorized by these

Articles of Incorporation, so that this corporation shall have the power to conduct any business authorized by Chapter 607, Florida Statutes. If there is a vacancy on the Board of Directors at or after the occurrence of the event referred to in this subparagraph, that vacancy shall be filled by the remaining Board of Directors until this amendment is complete and effective or until such ownership of shares no longer exists. No shareholder shall be ineligible to vote on any such amendment merely because he is an ineligible shareholder under Chapter 621, Florida Statutes; but he shall have no other voting right.

## ARTICLE VIII

### SEVERANCE AND TERMINATION OF EMPLOYMENT

If any officer, director, shareholder, agent or employee of this corporation who has been rendering the professional services described in Article III to the public becomes legally disqualified to render such professional services within this state, or accepts employment that places restrictions or limitations upon his continued rendering of such professional services, then, in any such event, such person's office and/or employment with, and/or financial interest in this corporation shall cease forthwith; subject, however, to the provisions of Article VII 2. dealing with "Amendments". Should any amendment be effected which changes the nature and purpose of this corporation so that the restrictions of Chapter 621, Florida Statutes, do not apply, then the restriction of this Article shall not thereafter apply; provided, however, that until such amendment is effected, such person shall render no professional services, shall hold no office, shall not serve on the Board of this corporation, and shall have no financial interest in this corporation except to receive payment for any stock owned and any other amounts that are lawfully due and owing by the corporation.

## ARTICLE IX

### RIGHTS OF SHAREHOLDER WHOSE INTEREST TERMINATES UNDER ARTICLE VII

If any shareholder of this corporation is required to terminate his financial interest in this corporation because of the application of Article VIII, or the application of Chapter 621, Florida Statutes, and should these Articles not be amended as provided in Article VII 2., the financial interest of such shareholder shall terminate immediately and automatically, except to receive payment for such stock in this corporation as may be owned by him and any other amounts that are lawfully due and owing to him by the corporation; and such shares of stock shall not be entitled to dividends or stock rights of any kind. Such stock shall be forthwith transferred, sold, purchased, pledged or redeemed at such price or value and under such terms as shall be authorized as set forth in the Bylaws of Shareholders' Agreement, if any, and if not, by mutual agreement, or if no such agreement can be reached, by arbitration.

## ARTICLE X

### PREEMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. Such right extends to stock issued for cash, services, property, discharge from debt, or any other consideration. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation stating the price, terms and conditions of the issue of shares and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

## ARTICLE XI

### CUMULATIVE VOTING

In any election of directors by the shareholders, each shareholder of record entitled to vote shall have the right to cumulate his shares and to give one candidate as many votes as shall equal the number of directors to be elected multiplied by the number of shares owned by such stockholder, or to distribute them on the same principle among as many candidates as he sees fit; provided, however, that notice shall be given by any shareholder to the President or a Vice President of the Corporation not less than twenty-four (24) hours before the time fixed for the holding of the meeting for the election of directors that he intends to accumulate his votes at such election. This right to vote cumulatively shall not be further restricted or qualified by any provision in the Bylaws of this corporation.

## ARTICLES XII

### LONG TERM EMPLOYMENT CONTRACT

The Board of Directors may authorize the corporation to enter into employment contracts with any executive officer for periods of longer than one year, and any articles or bylaw provision for annual election shall be without prejudice to the contract rights, if any, of any executive officer under such contracts.

### ARTICLE XIII

#### BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the Shareholders.

### ARTICLE XIV

#### STOCK TRANSFER AGREEMENTS

If all, or any, of the shareholders or subscribers to stock of the corporation shall enter into any agreement between themselves or with the corporation or third persons, abridging, limiting, restricting or changing the rights or interest of any one or more of the shareholders or subscribers to sell, assign, transfer, mortgage, pledge, hypothecate or transfer on the books of the corporation, any and all of the stock of the corporation held by them and if a copy of the agreement is filed with the corporation, all certificates of shares subject to such agreement or restriction shall have a reference thereto endorsed thereon by an officer of the corporation and such stock shall not thereafter be transferred on the books of the corporation except in accordance with the terms and provisions of the agreement. If the agreement so provides, the certificates of stock shall be registered so that shares standing in the name of any person as pledgee, trustee, or other fiduciary may be voted, in person or by proxy, and without proof of authority.

### ARTICLE XV

#### INFORMAL SHAREHOLDER ACTION

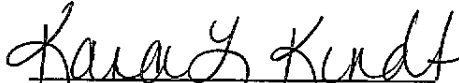
The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.0704 and the Bylaws.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation this 3<sup>rd</sup> day of January, 2000.

  
JANETTE M. MCCURLEY, ESQ.  
INCORPORATOR

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing Articles of Incorporation were sworn to and acknowledged before me this \_\_\_\_ day of January, 2000 by Janette M. McCurley, who produced \_\_\_\_\_ as identification/is known to me personally.

  
NOTARY PUBLIC  
STATE OF FLORIDA

My Commission Expires:



Kara L. Kindt  
My Commission CC620767  
Expires February 11, 2001

ACCEPTANCE AND ACKNOWLEDGEMENT

I hereby accept to act as registered agent, and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and am familiar with and accept the obligations of Florida Statutes Section 617.023.

  
Janette M. McCurley