



THE UNITED STATES
CORPORATION
COMPANY

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AUTHORIZATION :

Patricia Pijoto

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CUSTOMER NO: 81523A

CUSTOMER: Daniel L. Decubellis, Esq
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DOMESTIC FILING

NAME: WILLIAM J. GERHARDT, P.A.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

EXAMINER'S INITIALS:

PH 2/2/2000

RECEIVED
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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
WILLIAM J. GERHARDT, P.A.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned natural person, William J. Gerhardt, competent and licensed to practice medicine in the State of Florida, acting hereby as Incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of Chapter 607 and Chapter 621, of the Florida Statutes, does hereby adopt the following Articles of Incorporation.

ARTICLE I - Name-Principal Office-Mailing Address

The name of this Corporation shall be:

WILLIAM J. GERHARDT, P.A.

The principal office of this Corporation shall be:

4937 Brightmour Circle
Orlando, Florida 32837.

The mailing address of this Corporation shall be:

4937 Brightmour Circle
Orlando, Florida 32837.

ARTICLE II - Business and Activities

The general nature and purposes of business to be transacted, promoted and carried on by the Corporation are as follows:

A. To engage in every aspect of the practice of medicine, and in all its fields of specializations as are engaged in by physicians.

B. To engage and render the professional services involved only through its officers, agents and employees who shall be physicians in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this Corporation.

C. To invest its funds in real estate, mortgages, stocks, bonds, and any other type of investments permitted by law.

D. To engage in no other business other than the rendition of the professional service referenced herein.

E. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not prohibited under the laws of the State of Florida.

ARTICLE III - Capital Stock

A. The authorized capital stock of this Corporation and the maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 10,000 shares of common stock having a par value of \$.01 per share.

B. All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued, shall become and be fully paid and nonassessable, the same as though paid for in cash, and the Directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

C. Shares of the Corporation's stock and certificates shall be issued only to physicians in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this Corporation.

ARTICLE IV - Term of Existence

The effective date upon which this Corporation shall come into existence shall be the date of the filing of these Articles of Incorporation, and it shall exist perpetually thereafter unless dissolved according to law.

ARTICLE V - Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is Department of Radiology, Osceola Regional Medical Center, 700 West Oak Street, Kissimmee, FL 34745 and the name of the initial registered agent of this Corporation at that address is William J. Gerhardt.

ARTICLE VI - Directors

A. The initial number of Directors of this Corporation shall be one (1).

B. The number of Directors may be either increased or diminished from time to time by the Board of Directors or the Shareholders in accordance with the By-Laws of this Corporation.

C. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors

may authorize and require the payment of reasonable expenses incurred by Directors in attending meetings of the Board of Directors.

D. Nothing in this Article shall be construed to preclude the Directors from serving the Corporation in any other capacity and receiving compensation therefore.

E. The names and street addresses of the initial members of the Board of Directors, each to hold office until the first annual meeting of the Shareholders of this Corporation or until their successors are elected or appointed and have qualified, are:

<u>Name</u>	<u>Street Address</u>
William J. Gerhardt	4937 Brightmour Circle Orlando, Florida 32837

F. Any Director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the Shareholders of this Corporation, for any cause deemed sufficient by such Shareholders.

G. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation or otherwise, the vacancies shall be filled by the Shareholders of this Corporation at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however, any vacancy may be filled by the remaining Directors until the Shareholders have acted to fill the vacancy.

ARTICLE VII - Incorporators

The name and street address of the incorporator signing these Articles is:

<u>Name</u>	<u>Street Address</u>
William J. Gerhardt	4937 Brightmour Circle Orlando, Florida 32837

ARTICLE VIII - Lost or Destroyed Certificates

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the By-Laws of this Corporation.

ARTICLE IX - Amendment to Articles

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Shareholders, and approved at a Shareholders' meeting by the holders of a majority of the stock issued and entitled to be voted, unless all the Directors and all the Shareholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE X - By-Laws

The power to adopt, alter, amend or repeal By-Laws of this Corporation shall be vested in the Shareholders or the Board of Directors of this Corporation; provided, however, that any By-Laws adopted by the Directors which are inconsistent with any By-Laws adopted by the Shareholders shall be void, and the Directors may not alter, amend or repeal any By-Laws adopted by the Shareholders.

ARTICLE XI-Informal Shareholder and Director Action

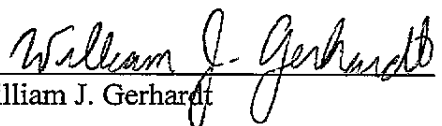
Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the Corporation as part of the corporate records.

If all of the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE XII-Severance and Termination of Employment

If any officer, director, stockholder, agent or employee of this Corporation becomes legally disqualified to render the professional services for which the Corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he shall forthwith sever all employment with the corporation and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the Corporation on account of professional services rendered after the date he became so disqualified.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 27 day of January, 2000.


William J. Gerhardt

STATE OF FLORIDA
COUNTY OF OSCEOLA

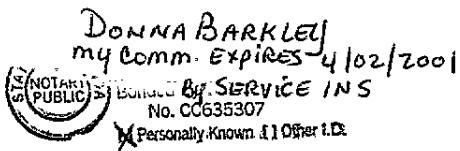
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The foregoing instrument was acknowledged before me this 27th day of January, 2000, by
WILLIAM J. GERHARDT, who is personally known to me or who produced
as identification and who did/did not take an oath.

NOTARY PUBLIC:

Sign: Donna Barkley
Print: DONNA BARKLEY



ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I hereby state that I am familiar with the duties, obligations and responsibilities as a Registered Agent under Florida law, and I hereby accept the duties and responsibilities as Registered Agent for WILLIAM J. GERHARDT, P.A.

William J. Gerhardt
William J. Gerhardt