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March 21, 2000

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*****78.75 *****78.75

FEDERAL EXPRESS

Secretary of State
Corporate Records Bureau
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32314

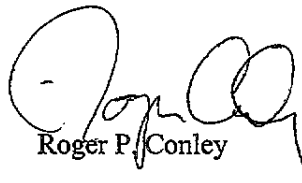
Re: Stephen E. Mitteldorf, M.D., P.A.

Gentlemen:

✓
Please find enclosed duplicate originals of the Articles of Incorporation for the above, together with the certificate designating the resident agent for same.

Also, please find enclosed a check in the amount of \$78.75, representing payment of the Articles of Incorporation filing fee, designation of resident agent filing fee and certified copy of the Articles of Incorporation.

Very truly yours,


Roger P. Conley

RPC:ijj
Enclosures

FILED
00 MAR 22 PM 5:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T BROWN MAR 27 2000

ARTICLES OF INCORPORATION

OF

STEPHEN E. MITTELDORF, M.D., P.A.

FILED
00 MAR 22 PM 5:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being a natural person licensed or otherwise legally authorized to practice medicine and desiring to form a professional corporation pursuant to the Professional Service Corporation Act and pursuant to the laws of the State of Florida, do hereby certify as follows:

ARTICLE I - NAME

The name of the professional corporation is: **STEPHEN E. MITTELDORF, M.D., P.A.**

ARTICLE II - NATURE OF BUSINESS

The professional corporation is organized for the sole and specific purpose for the practice of Internal Medicine and related medical services.

A. To engage in every phase and aspect of the profession of rendering the same professional services to the public that a medical doctor specializing in Internal Medicine duly licensed under the laws of the State of Florida, is authorized to render but such professional services shall be rendered only through officers, employees and agents who are duly licensed under the laws of the State of Florida to perform such services.

B. To invest the funds of this professional corporation in real estate, mortgages, stocks, bonds or any other type of investment, and to own real and personal property necessary for the rendering of such professional services.

C. To do all and everything necessary and proper for the accomplishment of any of the purposes of the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the professional corporation, and in general, either alone or in association with other

corporations, firms or individual to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes of the attainment of the objects or furtherance of such purposes or objects of this professional corporation.

The foregoing paragraphs shall be construed as enumerating both objects and purposes of this professional corporation; and it is hereby expressly provided that the foregoing enumeration of special purposes shall not be held to limit or restrict in any manner the purposes of this professional corporation otherwise permitted by law.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of capital stock which this professional corporation shall be authorized to issue is One Thousand (1,000) shares of common stock with a par value of One (\$1.00) Dollar per share.

ARTICLE IV - CAPITALIZATION

The amount of capital with which the corporation shall commence is Five Hundred and No/100 (\$500.00) Dollars which said amount has been fully paid in.

ARTICLE V - DURATION

This professional corporation shall have perpetual existence.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The initial street address of the principal office and mailing address of the professional corporation is: **2401 University Parkway, Suite 202, Sarasota, Florida 34243**; and the name and address of the initial registered office and agent of this corporation is: **ESTHER JAIMEZ-MITTELDORF, 2401 University Parkway, Suite 202, Sarasota, Florida 34243.**

ARTICLE VII- INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time as provided in the by-laws, but shall never be less than one (1) and said corporation is authorized to have three (3) directors at any one time. The name and address of the initial director of this corporation is:

STEPHEN E. MITTELDORF, M.D.
2401 University Parkway
Suite 202
Sarasota, Florida 34243

ARTICLE VII - INCORPORATORS

The name and address of the person signing these Articles of Incorporation is:

STEPHEN E. MITTELDORF, M.D.
2401 University Parkway
Suite 202
Sarasota, Florida 34243

The officers of this corporation shall be a president, who shall be a director of the corporation; a vice-president, a secretary and a treasurer, and such other officers and agents as may be necessary. All officers and agents as may be necessary shall be chosen in such manner, hold office for such terms and have such powers and duties as may be prescribed by the by-laws of the corporation or determined by the board of directors. Any person may hold two offices, except that the president shall not be also the secretary or assistant secretary of this corporation.

ARTICLE VIII - AMENDMENT

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.

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by laws.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this the 16th day of March, 2000.



STEPHEN E. MITTELDORF, M.D.

STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 16th day of MARCH, 2000, by **STEPHEN E. MITTELDORF, M.D.**, who is personally known to me or who has produced _____ as identification and who did/did not take an oath.



JULIE KAY HIGGINS
Notary Public, State of Florida
My Comm. Exp. Sept. 21, 2001
Comm. No. CC 682093


Notary Public
Name: JULIE KAY HIGGINS

My Commission Expires:

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM SERVICE MAY BE SERVED

FILED
00 MAR 22 PM 5:20
SECRETARY OF STATE
TALLAHASSEE FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance
with said Act:

FIRST - That **STEPHEN E. MITTELDORF, M.D., P.A.**, desiring to organize under the
laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at
the County of Sarasota, State of Florida, has named **ESTHER JAIMEZ-MITTELDORF**, located
at **2401 University Parkway, Suite 202, Sarasota, Florida 34243**, County of Sarasota, State of
Florida, as its agent to accept service of process within said State.

ACKNOWLEDGMENT
(MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place
designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the
provision of said Act relative to keeping open said office.

Esther Jaimez Mitteldorf
ESTHER JAIMEZ-MITTELDORF
Resident Agent