

Law Offices

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Anthony J. Gargano

Please reply to:
P.O. Box 2527
Fort Myers, Florida 33902-2527
AJGLAW@aol.com

PD00000049651

May 12, 2000

Florida Department of State
Division of Corporations
Post Office Box 6237
Tallahassee, Florida 32314

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-05/15/00--01149--015
*****78.75 *****78.75

**RE: Articles of Incorporation for
Maternal Fetal Medicine of Southwest Florida, Inc.**

Dear Madam:

I have enclosed one (1) original and one (1) copy of the Articles of Incorporation of Maternal Fetal Medicine of Southwest Florida, Inc. I have also enclosed a check made payable to the Secretary of State in payment of your required fees as follows:

Filing Fee:	35.00
Registered Agent Filing Fee:	35.00
Certified Copy Fee:	8.75

TOTAL: \$ 78.75

After the Articles have been filed, please furnish me with a certified copy. Thank you for your cooperation and assistance.

Sincerely,

GARGANO & MARCHEWKA, L.L.P.

Anthony J. Gargano

Anthony J. Gargano

EFFECTIVE DATE
5-12-00

FILED
00 MAY 15 PM 12:17
TALLAHASSEE, FLORIDA

AJG: rds
enclosures
cc: client

cc
5-19-00

EFFECTIVE DATE
5-12-00

FILED
00 MAY 15 PM 12:17
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

MATERNAL FETAL MEDICINE OF SOUTHWEST FLORIDA, P.A.

The undersigned subscriber(s) to these articles of incorporation, being duly licensed to practice medicine under the laws of the State of Florida, adopts these articles to form a corporation under the Professional Service Corporation act, F.S. Chapter 621, and other laws of the State of Florida.

ARTICLE 1. NAME

The name of the professional service corporation is **MATERNAL FETAL MEDICINE OF SOUTHWEST FLORIDA, P.A.**

ARTICLE 2. DURATION

The duration of the corporation is perpetual.

ARTICLE 3. PURPOSE

The professional service corporation is formed to engage in every phase and aspect of the practice of maternal fetal medicine. In addition, the corporation may invest the funds of the professional service corporation in real estate, mortgages, stocks, bonds or any other type of investment, and own real and personal property necessary for the rendering of professional services.

ARTICLE 4. CAPITAL STOCK

The capital stock of the professional service corporation shall be 1,000 shares of common stock having a par value of \$1.00 per share. None of the shares of the professional service corporation may be issued to anyone other than an individual duly licensed to practice medicine in the State of Florida.

ARTICLE 5. PRINCIPAL OFFICE

The principal office of the corporation is 5634 Shaddalee Lane, Fort Myers, FL 33919 and the mailing address for the corporation is the same.

ARTICLE 6. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the corporation is 2075 West First

Street, #203, Fort Myers, FL 33901, and the name of its Registered Agent at that address is Anthony J. Gargano.

ARTICLE 7. INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors is one. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than one.

ARTICLE 8. INCORPORATORS

The name and address of each Incorporator is as follows:

Anthony J. Gargano
2075 West First Street, #203
Fort Myers, FL 33901

ARTICLE 9. AMENDMENT

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

ARTICLE 10. RESTRAINT OF ALIENATION OF SHARES

The shareholders of the professional service corporation shall have the power to include in the bylaws, adopted by a majority of the shareholders of the professional service corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer or other disposition of any of the outstanding stock of the professional service corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions and details, of the disposition shall be determined by the shareholders of the professional service corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of the professional service corporation may sell or transfer his stock in the corporation except to another individual who is eligible to be a shareholder of the professional service corporation, and the sale or transfer may be made only after it has been approved at a shareholder meeting especially called for that purpose. If any shareholder becomes legally disqualified to practice medicine in the State of Florida or is elected to a public office or accepts employment that places restrictions or limitations on his continuous rendering of such professional services, that shareholder's shares of stock shall immediately become subject to purchase by the professional service corporation in accordance with the bylaws adopted by the shareholders.

ARTICLE 11. 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.

ARTICLE 12. COMMENCEMENT OF CORPORATION EXISTENCE

In accordance with Section 607.01401, Florida Statutes, the date when corporate existence shall commence is the date of subscription and acknowledgment of these Articles Of Incorporation.

ARTICLE 13. SHAREHOLDER QUORUM AND VOTING

Fifty-one percent (51%) of the shares entitled to vote represented in person or by proxy shall constitute a quorum at a meeting of the Shareholders. If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shares entitled to vote shall be an act of the Shareholders.

ARTICLE 14. DIRECTOR QUORUM AND VOTING

A majority of the Directors shall constitute a quorum at a meeting of the Directors. If a quorum is present, the affirmative vote of a majority of all the Directors of the Corporation shall be an act of the Board of Directors.

ARTICLE 15. DIVIDENDS

Dividends may be paid to the Shareholders.

ARTICLE 16. INFORMAL SHAREHOLDER 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 of the persons who are entitled to vote on such action at a meeting and filed with the Secretary of the Corporation as part of the corporate records.

ARTICLE 17. INFORMAL DIRECTOR ACTION

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

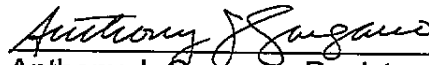
ARTICLE 18. SHAREHOLDER AGREEMENT

The Shareholders or subscribers to stock of this corporation shall be authorized to enter into any agreement between themselves and with the Corporation abridging, limiting, restricting or

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

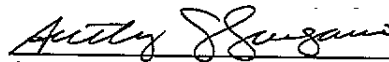
Pursuant to the provisions of Section 607.0505, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is **MATERNAL FETAL MEDICINE OF SOUTHWEST FLORIDA, P.A.**
2. The name of the registered agent is **Anthony J. Gargano.**
3. The address of the registered agent and office is **2075 West First Street, #203, Fort Myers, Florida 33901.**



Anthony J. Gargano, Registered Agent
May 12, 2000

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR MATERNAL FETAL MEDICINE OF SOUTHWEST FLORIDA, P.A., AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0505, FLORIDA STATUTES.



Anthony J. Gargano, as Registered Agent
May 12, 2000

FILED
00 MAY 15 PM 12:17
TALLAHASSEE, FLORIDA

sell, assign, mortgage, pledge, hypothecate, or transfer on the books of the corporation any and all of the shares of the Corporation. A copy of the agreement shall be filed with the Corporation and all certificates of stock shall state that they are subject to the terms of the agreement and the stock shall not thereafter be transferred on the books of the Corporation except in accordance with the terms and conditions of the Agreement.

IN WITNESS WHEREOF the undersigned have signed these Articles of Incorporation on this 12th day of May, 2000.


Anthony J. Gargano

**STATE OF FLORIDA
COUNTY OF LEE**

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the county aforesaid to take acknowledgments, personally appeared Anthony J. Gargano, who is personally known to me or who provided n/a as identification and who did/did not take an oath.

Witness my hand and official seal in the County and State last aforesaid on this May 12th, 2000.

My Commission Expires:


NOTARY PUBLIC

Rebecca D. Stokes
Print Name of Notary Public



Rebecca D. Stokes
MY COMMISSION # CC846473 EXPIRES
June 14, 2003
BONDED THRU TROY FAIR INSURANCE, INC.