

P000000 92924
TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-09/29/00--01094--003
*****78.75 *****78.75

SUBJECT: Concerned Care, PA
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00 Filing Fee
 \$78.75 Filing Fee & Certificate of Status

\$78.75 Filing Fee & Certified Copy
 \$87.50 Filing Fee, Certified Copy & Certificate of Status
ADDITIONAL COPY REQUIRED

FROM: Kimberly A. Colgate
Name (Printed or typed)
7711 Holiday Drive
Address
Sarasota, FL 34231
City, State & Zip
(941) 927-2996
Daytime Telephone number

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 SEP 29 AM 8:42

FILED

F. CHESLER OCT 3 2000

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

OF

CONCERNED CARE, PA

The undersigned, for the purpose of forming and organizing a corporation for profit under the provisions of the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation is Concerned Care, P.A.

ARTICLE II - PURPOSE

The corporation is authorized to engage in the licensed practice of internal medicine and to conduct any activity or business permitted under the authority of Title XXXVI, Chapter 621 of the Florida Statutes.

ARTICLE III - PRINCIPAL OFFICE

The principal place of business and the mailing address of the corporation shall be:

7721 Holiday Drive
Sarasota, Florida 34231

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 1,000 shares of common stock having a par value of \$1.00. Each share of common stock shall entitle the holder thereof to one vote on each matter considered at any stockholder's meeting. Said share shall be paid for in lawful money of the United States of America, or in property, labor or services rendered at a just valuation to be fixed by the Board of Directors and said share shall be deemed fully paid and nonassessable. The Corporation elects to have preemptive rights.

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No shares of the capital stock of Concerned Care, P.A. may be issued or transferred to anyone other than a professional corporation, a professional limited liability company, or an individual who is duly licensed or otherwise legally authorized to render the same specific professional services as those for which the corporation was incorporated.

ARTICLE V - DURATION

This corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE VI - SHAREHOLDER VOTING REQUIREMENTS

When a quorum exists at any meeting of the Shareholders, action on a matter, other than the election of Directors, is approved if the votes cast by the holders of not less than a majority of the shares represented at such meeting, and entitled to vote on the subject matter favor the action.

ARTICLE VII - DIRECTORS

This corporation shall have an initial Board of Directors consisting of one director, whose name and street address is as follows:

Thomas K. Dudenhoeffer, M.D.
7721 Holiday Drive
Sarasota, Florida 34231
(941) 923-6041

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator of this corporation is as follows:

Thomas K. Dudenhoeffer, M.D.
7721 Holiday Drive
Sarasota, Florida 34231
(941) 923-6041

ARTICLE IX - BYLAWS

The original Bylaws of this corporation shall be made, prepared and adopted by a majority vote of the initial Board of Directors as named herein. Thereafter, the Board of Directors, and the shareholders, shall have authority to adopt, amend, change, repeal or enlarge Bylaws as provided in the Bylaws from time to time.

ARTICLE X - INDEMNIFICATION

Subject to the laws of the State of Florida, this corporation shall indemnify and hold harmless its officers and directors of and from any suits, actions, or judgments either civil or criminal arising out of any act alleged to have been committed by such person in his capacity as an officer or director if such officer or director acted in good faith and in the reasonable belief that such action was in the best interest of the corporation and in the event of criminal allegations without reasonable ground for belief that such action was unlawful. The corporation shall pay all costs, legal expenses, and other charges that said officers and directors may incur in the defense of any claim, suit or action that may be instituted against said officers in their individual capacity. It is the express purpose and intent that the corporation shall hold its officers and directors harmless for any action taken by them on its behalf to the full extent and limit permitted by law.

ARTICLE XI - PRINCIPAL OFFICE AND REGISTERED AGENT

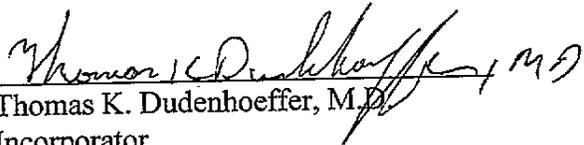
This corporation has named:

Thomas K. Dudenhoeffer, M.D.

as its agent to accept service of process within the State. His address is:

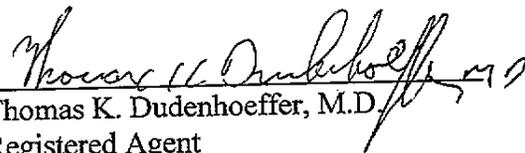
7721 Holiday Drive
Sarasota, Florida 34231
(941) 923-6041

IN WITNESS WHEREOF, the undersigned incorporator, Thomas K. Dudenhoeffer, M.D., has executed the foregoing Articles of Incorporation effective this 28th day of September, 2000.


Thomas K. Dudenhoeffer, M.D.
Incorporator
Concerned Care, P.A.

IN WITNESS WHEREOF, the undersigned, Thomas K. Dudenhoeffer, M.D., has agreed to serve and accept service of process within the State.

Dated: 28th day of September, 2000


Thomas K. Dudenhoeffer, M.D.
Registered Agent
Concerned Care, P.A.

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TALLAHASSEE, FLORIDA