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Gale Silberman
Attorney at Law

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Prestige Place I
2600 McCormick Drive
Suite 230
Clearwater, Florida 33759

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Telephone
(727) 799-6251
FAX
(727) 796-0545

September 29, 2000

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: Articles of Incorporation for Physical Medicine Consultants, P.A.

Dear Clerk:

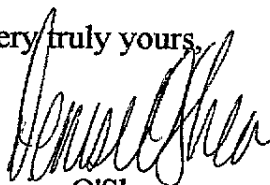
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*****125.00 *****125.00

Enclosed for filing with your office are an original and one copy of the Articles of Incorporation and Certificate Designating Registered Agent and Acceptance for the above-referenced corporation, along with checks in the amount of \$125.00 to cover fees and \$8.75 for a certified copy. Please return the certified copy to the undersigned at the above address.

Thank you in advance for your attention to this matter.

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*****8.75 *****8.75

Very truly yours,



Denise O'Shea
Assistant to Gale Silberman

/do
Enclosures

PH 10/5/00

**ARTICLES OF INCORPORATION
OF
PHYSICAL MEDICINE CONSULTANTS, P.A.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber 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 and Limited Liability Company Act, Florida Statutes, Chapter 621, and other laws of the state of Florida.

ARTICLE 1 - NAME: The name of the professional service corporation is:

PHYSICAL MEDICINE CONSULTANTS, P.A.

ARTICLE II - PRINCIPAL OFFICE: The principal office and mailing address of this corporation is:

2780 East Bay Drive
Largo, FL 33771

ARTICLE III - PURPOSE: This professional service corporation is formed to engage in every phase and aspect of the practice of 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 IV - TERM OF EXISTENCE: The professional service corporation shall have perpetual existence starting on the date these articles of incorporation are filed by the Florida Department of State.

ARTICLE V - CAPITAL STOCK: The capital stock of the professional service corporation shall be ten thousand (10,000) shares of Common Stock, having a par value of One Dollar (\$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 VI - REGISTERED OFFICE AND AGENT:

A. **Registered Office:** The address of the initial registered office of this Corporation is:

Prestige Place I, Suite 230
2600 McCormick Drive
Clearwater, FL 33759

B. Registered Agent: The name of the initial registered agent at that address is:

Gale Silbermann, Esquire

ARTICLE VII - BOARD OF DIRECTORS: The business of the corporation shall be managed by its board of directors. The initial board of directors shall consist of 2 members. The names and addresses of the members of the first board of directors are:

Dr. James R. Kinney
2780 East Bay Drive
Largo, FL 33771

Dr. Allen Finkelstein
2780 East Bay Drive
Largo, FL 33771

ARTICLE VIII - SUBSCRIBER: The name and address of the person signing these articles of incorporation as subscriber is:

Gale Silbermann, Esquire
Prestige Place I, Suite 230
2600 McCormick Drive
Clearwater, Florida 33759

ARTICLE IX - RESTRAINT ON ALIENATION OF SHARES: The shareholders of the professional service corporation shall have the power to include in the bylaws, or by separate agreement 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 effect the rights of third parties without actual notice of the provisions unless the existence of the provisions as plainly noted on the certificate evidencing the ownership of such stock. No shareholder of the professional service corporation may sell or transfer 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, is elected to a public office, or accepts employment that places restrictions or limitations on the 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.

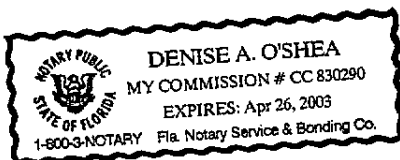
ARTICLE X - AMENDMENT: This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber executed these articles of incorporation this 29th day of September, 2000.


GALE SILBERMANN

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 29th day of September, 2000, by Gale Silberman who is personally known to me.




Notary Public
My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

Pursuant to the provision of Section 607.0501, Florida Statutes, the undersigned professional service corporation submits the following statement to designate a Registered Agent in the State of Florida:

The name of the professional service corporation is:

PHYSICAL MEDICINE CONSULTANTS, P.A.

The name and Florida street address of the Registered Agent are:

**Gale Silbermann, Esq.
Prestige Place I, Suite 230
2600 McCormick Drive
Clearwater, FL 33759**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as Registered Agent of Physical Medicine Consultants, P.A., I hereby consent to accept service of process for the above-stated professional service corporation at the place designated in this certificate, and I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.



GALE SILBERMANN