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ACCOUNT NO. : 072100000032

REFERENCE : 858120 137709A

AUTHORIZATION :

*Patricia Pizeto*

COST LIMIT : \$ 78.75

RECEIVED  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
00 OCT 10 PM 2:05

ORDER DATE : October 10, 2000

ORDER TIME : 10:47 AM

ORDER NO. : 858120-005

CUSTOMER NO: 137709A

CUSTOMER: Merritt Gardner, Esq  
Gardner Wilkes Shaheen &  
Candelora  
2650 Suntrust Financial Center  
401 East Jackson Street  
Tampa, FL 33602

100003420561--6

DOMESTIC FILING

NAME: ROBERT C. GUAGENTI, D.O., P.A.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP  
       ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 1156

EXAMINER'S INITIALS:

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

*g* 10/10/00

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NOTARY OF STATE  
FOR INCORPORATIONS  
00 OCT 10 PM 2:05

**ARTICLES OF INCORPORATION  
OF  
ROBERT C. GUAGENTI, D.O., P.A.**

The undersigned hereby makes, subscribes, acknowledges and files with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a professional service corporation for profit in accordance with the laws of the State of Florida.

**ARTICLE I**

**Name**

The name of this corporation shall be: **ROBERT C. GUAGENTI, D.O., P.A.**

**ARTICLE II**

**Business, Objects or Purposes**

The general nature of the business to be transacted by this corporation, or the objects or purposes of this corporation, shall be as follows:

(a) To engage solely and specifically in the business of carrying on the general practice of medicine, including but without limitation the practice of gastroenterology.

(b) To invest in real estate, mortgages, stocks, bonds or any other type of investments.

(c) To own real and personal property necessary for the rendering of the above professional services.

(d) In general, to have and exercise all powers conferred by the laws of Florida upon professional services corporations, and to do any and all things hereinabove set forth to the same extent as a natural person might or could do.

### **ARTICLE III**

#### **Capital Stock**

(a) The total number of shares of capital stock authorized to be issued by this corporation shall be 7,500 shares of common stock having a par value of \$ .01 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property or in labor or services at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid fully for and shall be non-assessable.

(b) In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election.

(c) Each shareholder must be duly licensed or otherwise legally authorized to practice medicine in the State of Florida.

(d) No shareholder shall enter into a voting trust agreement or any other type of agreement vesting another person with the authority to exercise the voting power of any or all of his or her stock.

#### ARTICLE IV

##### Capital to Begin Business

The amount of capital with which this corporation will begin business will be One Thousand and No/100 Dollars (\$1,000.00).

#### ARTICLE V

##### Existence of Corporation

This corporation shall have perpetual existence.

#### ARTICLE VI

##### Principal Office

The principal office of this corporation shall be located at 5682 Bee Ridge Road, Suite 102, Sarasota, Florida 34233, but this corporation shall have the power to relocate its principal office and to establish branch offices at other places within or without the State of Florida as may be determined and deemed expedient.

## **ARTICLE VII**

### **Registered Office and Registered Agent**

The initial registered office of this corporation shall be located at 5682 Bee Ridge Road, Suite 102, Sarasota, Florida 34233, and the initial registered agent of this corporation at such office shall be Robert C. Guagenti, D.O. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

## **ARTICLE VIII**

### **Board of Directors**

There shall be a Board of Directors for this corporation which shall consist of not less than one (1) and not more than fifteen (15) members, the number of the same to be fixed by the stockholders or by the corporate by-laws. Each of the said directors shall be of full age and shall be duly licensed or otherwise legally authorized to practice medicine in the State of Florida, and at least one of them shall be a citizen of the United States. A quorum for the transaction of business shall be a majority of the directors qualified and active, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the by-laws of this corporation, meetings of the directors may be held within

or without the State of Florida. Directors need not be stockholders. The stockholders of this corporation may remove any director from office at any time with or without cause.

#### ARTICLE IX

##### First Board of Directors

The name and street address of the sole member of the first Board of Directors of this corporation, who, subject to these Articles of Incorporation, the by-laws of this corporation and the laws of the State of Florida, shall hold office for the first year of the existence of this corporation or until his successors have been duly elected and qualified, are:

<u>Name</u>	<u>Address</u>
Robert C. Guagenti, D.O.	5682 Bee Ridge Road Suite 102 Sarasota, Florida 34233

#### ARTICLE X

##### Subscriber

The name and street address of the subscriber to these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Robert C. Guagenti, D.O.	5682 Bee Ridge Road Suite 102 Sarasota, Florida 34233

## ARTICLE XI

### By-Laws

(a) The power to adopt the by-laws of this corporation, to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation; provided, however, that any by-law or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new by-law in lieu thereof may be adopted by vote of the stockholders. No by-law which has been altered, amended or adopted by such a vote of the stockholders may be altered, amended or repealed by vote of the directors until two years shall have expired since such action by vote of such stockholders.

(b) The by-laws of this corporation shall be for the government of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of

Incorporation, or contrary to the laws of this state or of the United States.

## ARTICLE XII

### Amendment of Articles of Incorporation

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, Robert C. Guagenti, D.O., the undersigned, has executed these Articles for the uses and purposes therein stated.

Robert C. Guagenti 10/3/00  
Robert C. Guagenti, D.O.



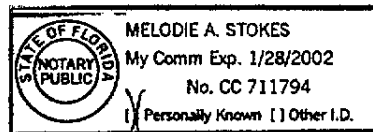
STATE OF FLORIDA                    )  
  )  
COUNTY OF SARASOTA    )

BEFORE ME, the undersigned authority, on this 3rd day of October, 2000, personally appeared ROBERT C. GUAGENTI, D.O., to me well known to be the person described in and who signed the foregoing Articles of Incorporation, and acknowledged to me that he executed the same freely and voluntarily, for the uses and purposes therein expressed.

WITNESS my and official seal the date aforesaid.

NOTARY PUBLIC:

Sign: Melodie A. Stokes  
Print: Melodie A. Stokes  
State of Florida at Large  
My Commission Expires: 1/28/2002



FILED  
CLERK OF STATE  
CORPORATIONS  
00 OCT 19 PM 2:05

ROBERT C. GUAGENTI, D.O.

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

ROBERT C. GUAGENTI, D.O., having been named as registered agent to accept service of process for the above named corporation at the registered office designated below, hereby agrees and consents to act in that capacity.

Registered office:

5682 Bee Ridge Road  
Suite 102  
Sarasota, Florida 34233

The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

DATED this 3<sup>rd</sup> day of October, 2000.

Robert C. Guagenti D.O.  
Robert C. Guagenti, D.O.