

P000000101113

FILED

FOX AND ELLIS
Attorneys at Law

Morris B. Fox
Stephen D. Ellis

00 OCT 26 AM 9:43

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4020 Del Prado Blvd. S.
Suite A-1
Cape Coral, FL 33904
Phone (941) 542-1412
FAX (941) 542-6436

October 23, 2000

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

200003440832--6
-10/26/00-01080-008
*****78.75 *****78.75

Dear Sir:

Re: **RICHARD G. ABOOD, P.A.**

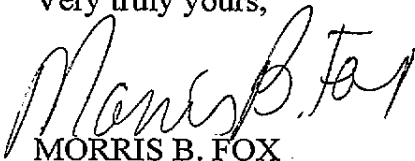
Our firm represents the above named corporation which is requesting a charter from the State of Florida in order to start business as a Corporation in Florida.

Enclosed are the following papers, together with our check:

- a. Original and copy of Articles of Incorporation for filing and approval by your office.
- b. Certificate of Registered Agent.
- c. Check to cover fees and costs in the amount of \$78.75.

Please return certified copy as soon as possible.

Very truly yours,


MORRIS B. FOX

MBF:tas
Enc.

RH 10/27/00

ARTICLES OF INCORPORATION

FILED

00 OCT 26 AM 9:43

The undersigned natural person, competent and licensed to practice medicine in the State of Florida, acting hereby as Incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of Section 607, Florida General Corporation Act, and Section 621, Florida Professional Service Corporation Act of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

I NAME OF CORPORATION

The name of this corporation shall be:

RICHARD G. ABOOD, P.A.

The principal mailing address of the corporation is:

2234 Colonial Blvd., Fort Myers, Florida 33907.

II PURPOSES

The general nature and purposes of business to be transacted, promoted and carried on by the corporation are as follows:

A. To engage in every aspect in the practice of medicine and all its fields of specializations, as are engaged in by emergency rooms doctors.

B. To engage and render the professional services involved only through its officers, agents and employees who shall be doctors in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.

C. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.

D. To engage in no other business other than the rendition of the professional services specified herein.

E. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

III CAPITAL STOCK

A. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 1000 shares of common stock at \$1.00 per share par value.

B. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

C. Shares of the corporation's stock and certificates shall be issued only to doctors in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

IV DURATION

The corporation shall have perpetual existence.

V REGISTERED AGENT

The address of the corporation's initial registered office is 2234 Colonial Blvd., Fort Myers, Florida 33907, and the name of its initial registered agent at said address is Richard G. Abood.

VI INCORPORATOR

The name and address of the Incorporator is as follows:

Richard G. Abood

2234 Colonial Blvd.
Fort Myers, FL 33907

VII BOARD OF DIRECTORS

The corporation shall have a Board of Directors consisting of one person. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the stockholders but shall never be less than one. The name and address of the initial Director of this corporation is:

Richard G. Abood

2234 Colonial Blvd.
Fort Myers, FL 33907

VIII 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 the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

IX SEVERANCE AND TERMINATION OF EMPLOYMENT

If any officer, director, stockholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

X INFORMAL DIRECTOR ACTION

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

XI
INDEMNIFICATION

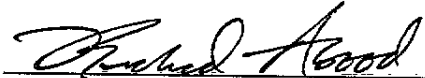
The corporation shall indemnify any office or director, or any former office or director, to the full extent permitted by law.

XII
BYLAW AMENDMENT

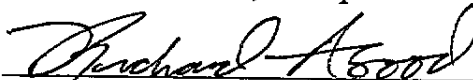
The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of Florida, governing a Professional Service Corporation.

I HEREBY am familiar and accept the duties and responsibilities as registered agent for the above corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in the State of Florida, this 18th day of October 2000.



Richard G. Abood, Incorporator



Richard G. Abood, Registered Agent

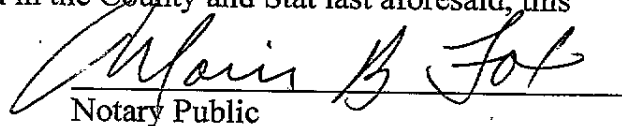
STATE OF FLORIDA
COUNTY OF LEE

BEFORE ME, the undersigned authority, personally appeared RICHARD G. ABOOD, who is [4] personally known to me; or [] whose identify was established by _____, to me known to be the person described in and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed the same.

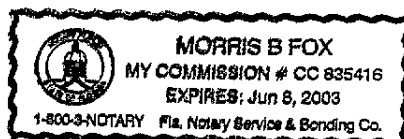
WITNESS my hand and official seal in the County and Stat last aforesaid, this

My commission expires:

June 8, 2003
(SEAL)


Notary Public

Print Sign MORRIS B. FOX



FILED
00 OCT 26 AM 9:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA