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MONMEDCO, P.A.
305 Sand Myrtle Trail
Destin, FL 32541
Okaloosa County

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 OCT -2 PM 4:48

September 27, 2000

Florida Department of State
Division of Corporations - New Filings Section
P.O. Box 6327
Tallahassee, Florida 32314

Re: MONMEDCO, P.A.

Dear Proccessing Agent,

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-10/02/00--01123--003
*****78.75 *****78.75

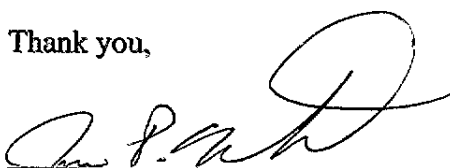
Enclosed are:

- A. Articles of Incorporation in duplicate for MONMEDCO, P.A.
- B. Check #4531 for filing fees of \$78.75 (Seventy Eight and 75/100 Dollars.)

We request an effective incorporation date be October 1, 2000.

Please mail certification to letterhead address. If you need additional information, kindly contact me at (850) 243-8877.

Thank you,


JOSEPH P. MONASTERO
President

Enclosures

509-630
W000-24084
509


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SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 OCT -2 PM 4:48

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 30, 2000

MONMEDCO, P.A.
305 SAND MYRTLE TRAIL
DESTIN, FL 32541

SUBJECT: MONMEDCO, P.A.
Ref. Number: W00000024084

We have received your document for MONMEDCO, P.A.. However, the document has not been filed and is being returned for the following:

You failed to make the correction(s) requested in our previous letter.

The name of the entity must be identical throughout the document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 900A00056296



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DIVISION OF CORPORATIONS

00 OCT -2 PM 4:48

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 4, 2000

MONMEDCO, P.A.
305 SAND MYRTLE TRAIL
DESTIN, FL 32541

SUBJECT: MONMEDCO, P.A.
Ref. Number: W00000024084

We have received your document for MONMEDCO, P.A.. However, the document has not been filed and is being returned for the following:

The name of the entity must be identical throughout the document.

The specific nature of business of the professional association must be stated in the document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 600A00052604

EFFECTIVE DATE

10/01/00

**ARTICLES OF INCORPORATION
OF
MONMEDCO, P.A.**

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DIVISION OF CORPORATIONS

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ARTICLE I - NAME

The name of this corporation is MONMEDCO, P.A. (hereinafter referred to as the "Corporation").

ARTICLE II - DURATION

The Corporation shall exist perpetually, commencing on the date of October 1, 2000 filing these Articles with the Department of State.

ARTICLE III - PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business not inconsistent with the laws of the State of Florida, shall be amended to read medical services and other related activities not inconsistent with the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

The Corporation is authorized to issue 100 shares of (\$5.00) par value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of the Corporation of the same kind, class, or series as that which he or she already holds, shall have the right to purchase his or her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - TRANSFERABILITY OF SHARES

The transferability of all shares of stock in the Corporation shall be restricted in accordance with this Article VI. No shareholder nor any shareholder's heirs, executors or administrators shall sell, exchange, give, transfer, pledge, hypothecate or otherwise dispose of any shares in the Corporation or any interest in the shares except with the express written consent of other shareholders of the Corporation holding, in the aggregate, not less than one-half of all the outstanding shares of stock in the Corporation.

**ARTICLE VII - INITIAL PRINCIPAL OFFICE,
REGISTERED OFFICE AND AGENT:**

The street address of the initial principal office of the Corporation is: 305 Sand Myrtle Trail, Destin, FL 32541. The mailing address of the initial principal office of the Corporation is: 305 Sand Myrtle Trail, Destin, FL 32541. The street and mailing addresses of the initial registered office of the Corporation are the same and the initial registered agent of the Corporation at that address is Joseph P. Monastero, M.D.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

The Corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-laws of the Corporation but shall never be less than one. The name and address of the initial director of the Corporation is:

Joseph P. Monastero, M.D.,
305 Sand Myrtle Trail, Destin, FL 32541

ARTICLE IX - INCORPORATOR

The name of the person signing these articles is Joseph P. Monastero, M.D. and his address is 305 Sand Trail, Destin, FL 32541

ARTICLE X - BY-LAWS

The power to adopt, alter, amend, or repeal the By-laws of the Corporation shall be vested in the Board of Directors and the Shareholders.

ARTICLE XI - SECTION 1244 STOCK

It is the intent of this charter that the Director may sell the capital stock of the Corporation in accordance with the conditions of Sections 1242-1244, inclusive, of the Internal Revenue Code of 1986, as amended.

ARTICLE XII - ORGANIZATIONAL COSTS

It is the intent of this charter that the Directors may utilize the benefits of amortizing their organizational costs per Internal Revenue Codes Section, over 60 months, and amortizing any start-up costs reclassified, pursuant to Section 195 into Section 248.

ARTICLE XIII - ACTION BY DIRECTORS WITHOUT A MEETING

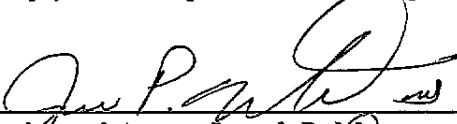
The directors of this corporation may take action by written consent, as provided by law.

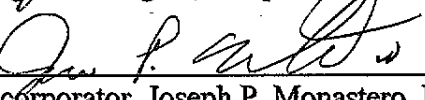
ARTICLE XIV - AMENDMENT

This corporation reserves the right to amend or repeal any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

Acknowledgment of Registered Agent:

Having been named to accept service of process of the Corporation stated above, at the place designated in the Articles of Incorporation, I hereby accept to act in this capacity and agree to comply with the provisions of Chapter 48, Florida Statutes, relative to keeping open said office.


Registered Agent, Joseph P. Monastero, M.D.


Incorporator, Joseph P. Monastero, M.D.

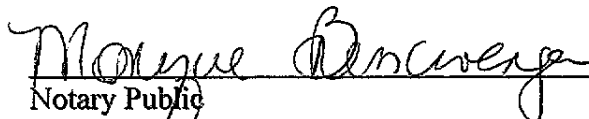
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IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 27th day of September, 2000.


JOSEPH P. MONASTERO, M.D.

STATE OF FLORIDA
COUNTY OF Okaloosa

The foregoing instrument was acknowledged before me this 27th day of Sept, 2000, by, JOSEPH P. MONASTERO, M.D., Incorporator, of MONMEDCO, P.A., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced Florida Driver's License Number _____ as identification and did take an oath.


Notary Public
Commission Number

