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DOOLEY & DRAKE, P.A.

ATTORNEYS AT LAW

WILLIAM A. DOOLEY*

J. KEVIN DRAKE

DAVID A. ALTIER

*CERTIFIED MEDIATOR

1432 FIRST STREET
SARASOTA, FLORIDA 34236

TELEPHONE (941) 954-7750

FACSIMILE (941) 951-1509

November 10, 2000

The Secretary of State
State of Florida
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

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-11/14/00--01084--007
*****78.75 *****78.75

Re: GULF COAST HEART AND LUNG SURGERY, P.A.

Gentlemen:

Enclosed please find the fully executed original and one copy of the Articles of Incorporation of GULF COAST HEART AND LUNG SURGERY, P.A., together with the Designation of and acceptance by Registered Agent. Also enclosed is my firm's check in the amount of \$78.75 to cover the following fees:


1. \$35.00 - Filing of Articles of Incorporation
2. \$35.00 - Designation of and Acceptance by Registered Agent
3. \$ 8.75 - Certified copy of the above package

Please certify the enclosed copy of the Articles of Incorporation and return them to me in the envelope provided.

Thank you for your cooperation in this matter.

Very truly yours,

DOOLEY & DRAKE, P.A.


William A. Dooley

WAD\rmw

Enclosures

cc: Drs. Carlson and Schiro

GULF COAST HEART and LUNG SURGERY, P.A.\TMSecState1110

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

✓ T. Burch NOV 16 2000

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ARTICLES OF INCORPORATION
FOR PROFESSIONAL CORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

GULF COAST HEART AND LUNG SURGERY, P.A.

The undersigned natural persons, competent, and licensed to practice medicine in the State of Florida, acting hereby as incorporators 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, do hereby adopt the following Articles of Incorporation:

Article I

NAME AND ADDRESS OF CORPORATION

1. The name of the this corporation shall be **GULF COAST HEART AND LUNG SURGERY, P.A.**, and its principal place of business and mailing address are: Suite 707, 1921 Waldemere Street, Sarasota, Florida 34239.

Article II

PURPOSES

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

(a) To engage in the practice of medicine, and, in particular, in the specialized fields of cardiac and pulmonary surgery and related activities.

(b) To engage and render the professional services involved only through its officers, agents, and employees who shall be medical 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.

(c) To engage in no other business other than the rendition of the professional services specified herein.

(d) 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.

Article III
CAPITAL STOCK

3.01 The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be one hundred (100) shares of common stock at ONE DOLLAR (\$1.00) per share par value.

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

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

Article IV
DURATION

4. The corporation shall have perpetual existence.

Article V
REGISTERED OFFICE; REGISTERED AGENT

5. The address of this corporation's initial registered office is 1432 First Street, Sarasota, Florida 34236, and the name of its initial registered agent at said address is WILLIAM A. DOOLEY.

Article VI
INCORPORATORS

6. The names and addresses of the Incorporators are as follows:

ROBERT G. CARLSON, M.D.	Suite 707 1921 Waldemere Street Sarasota, Florida 34239
JOSEPH C. SCHIRO, M.D.	Suite 707 1921 Waldemere Street Sarasota, Florida 34239

Article VII
BOARD OF DIRECTORS

7. The corporation shall have a Board of Directors consisting of two (2) persons. 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 two (2). The names and addresses of the initial Directors of this corporation are:

ROBERT G. CARLSON, M.D.	Suite 707 1921 Waldemere Street Sarasota, Florida 34239
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JOSEPH C. SCHIRO, M.D.	Suite 707 1921 Waldemere Street Sarasota, Florida 34239
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ARTICLE VIII
INFORMAL SHAREHOLDER ACTION

8. 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.

Article IX
SEVERANCE AND TERMINATION OF EMPLOYMENT

9. 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.

Article X
INFORMAL DIRECTOR ACTION

10. 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.

Article XI
INDEMNIFICATION

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

Article XII
BYLAWS; AMENDMENT

12. 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.

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



ROBERT G. CARLSON, M.D.



JOSEPH G. SCHIRO, M.D.

INCORPORATORS

STATE OF FLORIDA
COUNTY OF SARASOTA

10th THE FOREGOING instrument was acknowledged before me on the
10th day of November, 2000, by ROBERT G. CARLSON, M.D., who
[☒] is personally known to me; or
[] produced a current valid Florida drivers license as
identification; or
[] produced _____ as identification.



Notary Public

Print Name: _____

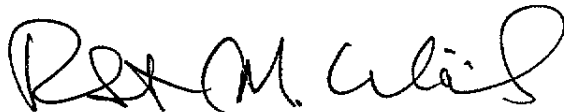
My Commission Number is: _____

My Commission expires: _____

ROBERT M. WINICK
NOTARY PUBLIC, STATE OF FLORIDA
MY COMM. EXPIRES JUNE 16, 2001
COMMISSION NO. CC655823

STATE OF FLORIDA
COUNTY OF SARASOTA

10th THE FOREGOING instrument was acknowledged before me on the
10th day of November, 2000, by JOSEPH C. SCHIRO, M.D., who
[☒] is personally known to me; or
[] produced a current valid Florida drivers license as
identification; or
[] produced _____ as identification.



Notary Public

Print Name: _____

My Commission Number is: _____

My Commission expires: _____


ROBERT M. WINICK
NOTARY PUBLIC, STATE OF FLORIDA
MY COMM. EXPIRES JUNE 16, 2001
COMMISSION NO. CC655823

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuant of Chapter 48.091, Florida Statutes, the following
is submitted in compliance with said Act:

First--That **GULF COAST HEART AND LUNG SURGERY, P.A.**, desiring
to organize under the laws of the State of Florida, with its
principal office, as indicated in the Articles of Incorporation at
City of Sarasota, County of Sarasota, State of Florida, has named
WILLIAM A. DOOLEY, located at 1432 First Street, Sarasota, State of
Florida, 34236 as its agent to accept service of process within
this state. **ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)**

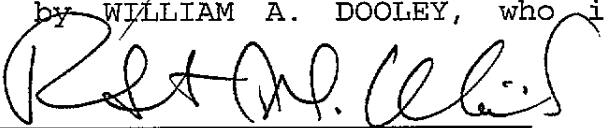
Having been named to accept service of process for the above
stated corporation, at the place designated in this Certificate, I
hereby accept to act in this capacity, and agree to comply with the
provision of said Act relative to keeping open said office.



WILLIAM A. DOOLEY
Resident Agent

STATE OF FLORIDA
COUNTY OF SARASOTA

10th THE FOREGOING instrument was acknowledged before me on the
____ day of November, 2000, by WILLIAM A. DOOLEY, who is
personally known to me.



Notary Public

Print Name: _____

My Commission Number is: _____

My Commission expires: _____

GULF COAST HEART and LUNG\Articles

ROBERT M. WINICK
NOTARY PUBLIC, STATE OF FLORIDA
MY COMM. EXPIRES JUNE 16, 2001
COMMISSION NO. CC655823

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED