

RANA TIWARI

CERTIFIED MAIL RETURN  
RECEIPT REQUESTED

November 16, 2000

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-11/28/00--01022--004  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Division of Corporations  
Florida Secretary of State  
409 East Gaines Street  
Tallahassee, Florida 32399

FILED  
00 NOV 27 PM 1:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Re: Filing of Articles of Incorporation of Karamali Bandedy MD PA

Dear Sir or Madam:

Under cover of this letter I am forwarding to you the following:

1. An original and a copy of the executed Articles of Incorporation for Karamali Bandedy MD PA, together with appointment of a registered agent and an acceptance by the appointed registered agent.
2. My check in the total amount of \$78.75, representing: \$ 35.00 filing fee, \$35.00 Registered Agent Designation fee, and \$8.75 fee for obtaining a Certified Copy of the filed Articles from you.
3. A stamped self-addressed envelope for your convenience in returning both of the filed Articles to me.

Please file the Articles of Incorporation and return a stamped filed copy to me in the enclosed envelope. If you have any questions please call me at 407-977-7719. Thanks for your help in this matter.

Best regards,

*Rana Tiwari*

Rana Tiwari

CC: Dr. Bandedy

*Seb*  
*11/29*

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Articles of Incorporation  
of  
Karamali Bandealy, MD PA**

**ARTICLE I**

**Name and Duration**

The name of the Corporation is Karamali Bandealy, MD PA. The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Secretary of State.

**ARTICLE II**

**Principal Office**

The location and mailing address of the principal office of the Corporation is 1200 North Central Avenue, Suite 100-102, Kissimmee, Fl 34741.

**ARTICLE III**

**Registered Office and Agent**

The address of the registered office in the State of Florida is 1200 north Central Avenue, Suite 100-102, Kissimmee, Fl 34741. The name of the registered agent at such address is Karamali Bandealy.

**ARTICLE IV**

**Corporate Purposes, Powers and Rights**

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in the lawful practice of medicine and in any lawful act or activity for which Professional Association may be organized under the Florida laws.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida laws.

## ARTICLE V

### Capital Stock

1. The total number of shares of capital stock which the Corporation has the authority to issue is 75,000 shares of Common Stock ("Common Stock") \$0.01 par value per share.

## ARTICLE VI

### Incorporator

The name and mailing address of the incorporator of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
Karamali Bandedy 100-102, Kissimmee, Florida 34741	1200 North Central avenue, Suite

## ARTICLE VII

### Board of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time as provided by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

## ARTICLE VIII

### Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

## ARTICLE IX

### Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

#### ARTICLE X

##### Indemnification

The Corporation shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the full extent permitted by law.

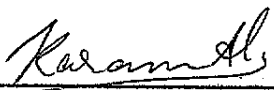
#### ARTICLE XI

##### Transfer of Shares

If, from time to time, a shareholders' agreement among all of the shareholders of the Corporation is in effect regarding the Subchapter S status of the Corporation pursuant to the Internal Revenue Code of the United States in effect from time to time, then transfers of the Corporation's Common Stock made not in accordance with such agreement, whether by operation of law or otherwise, are null and void ab initio.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

DATED at Orlando, Orange County, Florida, this 24<sup>th</sup> day of October, 2000.

  
\_\_\_\_\_  
Karamali Bandealy, Incorporator

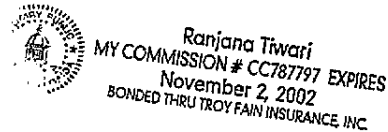
STATE OF FLORIDA            )  
  ) SS.  
COUNTY OF ORANGE )

The foregoing instrument was acknowledged before me this 24th day of October, 2000, by Karamali Bandealy, on behalf of the Corporation. He is personally known to me or has produced \_\_\_\_\_ as identification and did (did not) take an oath.

Ranjana Tiwari  
(Notary Signature)

(NOTARY SEAL)

\_\_\_\_\_  
(Notary Name Printed)  
NOTARY PUBLIC  
Commission No. \_\_\_\_\_



REGISTERED AGENT CERTIFICATE

Karamali Bandealy, MD PA, desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Kissimmee, County of Osceola, State of Florida, has named Karamali Bandealy., located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent 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 statute relative in keeping open said office, and further states that I am familiar with the, Florida Statutes related to such responsibilities .

  
\_\_\_\_\_  
Karamali Bandealy

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