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Florida Department of State
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To:

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From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
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FLORIDA PROFIT CORPORATION OR P.A.

NAPLES EMERGENCY ASSOCIATES, P.A.

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ARTICLES OF INCORPORATION

OF

NAPLES EMERGENCY ASSOCIATES, P.A.

(6)

The undersigned subscriber to these Articles of Incorporation, being duly licensed to practice medicine under the laws of the State of Florida, adopts these Articles to form a corporation under the Professional Service Corporation and Limited Liability Company Act, F.S. Chapter 621, and other laws of the State of Florida.

ARTICLE I. NAME.

The name of the professional service corporation is NAPLES EMERGENCY ASSOCIATES, P.A.

ARTICLE II. PRINCIPAL OFFICE

The principal office and mailing address of this corporation is 616 Royal Plaza Drive, Fort Lauderdale, Florida 33301.

ARTICLE III. PURPOSE

The professional service corporation is formed to engage in every phase and aspect of the practice of medicine. In addition, the corporation may invest the funds of the professional service corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and own real and personal property necessary for the rendering of professional services.

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ARTICLE IV. TERM OF EXISTENCE

The professional service corporation shall have perpetual existence starting on the date these Articles of Incorporation are filed by the Florida Department of State.

ARTICLE V. CAPITAL STOCK

The capital stock of the professional service corporation shall be 1,200 shares of common stock having a par value of \$.50 per share.

None of the shares of the professional service corporation may be issued to anyone other than an individual duly licensed to practice medicine in the State of Florida.

ARTICLE VI. REGISTERED OFFICE AND AGENT

The address of the initial registered office of this professional service corporation is 616 Royal Plaza Drive, Fort Lauderdale, Florida 33301. The name of the initial registered agent at that address is Robert Weber, M.D.

ARTICLE VII. BOARD OF DIRECTORS

The business of the corporation shall be managed by its board of directors. The initial board of directors shall consist of one member. The name and address of the member of the first Board of Directors is:

ROBERT WEBER, M.D.

616 ROYAL PLAZA DRIVE

FORT LAUDERDALE, FLORIDA 33301

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ARTICLE VIII. SUBSCRIBER(S)

The name and address of the person signing these Articles of Incorporation as subscriber is:

ROBERT WEBER, M.D.

616 ROYAL PLAZA DRIVE

FORT LAUDERDALE, FLORIDA 33301

ARTICLE IX. RESTRAINT ON ALIENATION OF SHARES

The shareholders of the professional service corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of the shareholders of the professional service corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the professional service corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details, of the disposition shall be determined by the shareholders of the professional service corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of the professional service corporation may sell or transfer stock in the corporation except to another individual who is eligible to be a shareholder of the professional service corporation, and the sale or transfer may be made only after it has been approved at a shareholder meeting especially called for that purpose. If any shareholder becomes legally disqualified to practice medicine in the State of Florida, is

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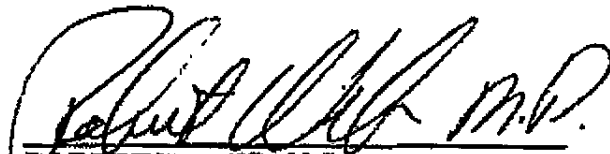
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elected to a public office, or accepts employment that places restrictions or limitations on the continuous rendering of such professional services, that shareholder's shares of stock shall immediately become subject to purchase by the professional service corporation in accordance with the bylaws adopted by the shareholders.

ARTICLE X. AMENDMENT

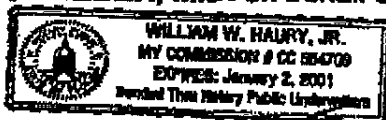
The corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber executed these Articles of Incorporation on November 28, 2000.


ROBERT WEBER, M.D.

STATE OF FLORIDA)
)
COUNTY OF BROWARD)

Sworn to (or affirmed) and subscribed before me this 28 day of November, 2000 by ROBERT WEBER, M.D. on behalf of NAPLES EMERGENCY ASSOCIATES, P.A.




Notary Public, State of Florida

Personally known _____ OR produced identification _____

Type of identification produced _____

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ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for **NAPLES EMERGENCY ASSOCIATES, P.A.** at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position under F.S.607.050(3).

11/28/00
Date

Robert Weber M.D.
ROBERT WEBER, M.D.

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