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ALAN J. IEZZI, M.D.
6800 N. Dale Mabry Highway
Suite 100
Tampa, Florida 33614

FILED
00 DEC -8 AM 11:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

December 7, 2000

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

RE: **ASTAT HEALTHNETWORK CORP.**

Dear Sir/Madam:

Please file the enclosed Articles of Incorporation in your usual manner and return one copy to my attention

Alan J. Iezzi, MD
6800 N. Dale Mabry Highway
Suite 100
Tampa, Florida 33614

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*****70.00 *****70.00

I have enclosed a check in the amount of \$70.00, made payable to Florida Department of State, for the appropriate filing fees.

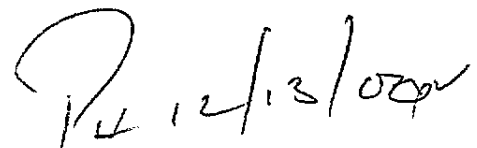
If you have any questions please contact Judy Frederick at (813) 889-9797.

Thank you for your attention to this matter.

Sincerely,


Alan J. Iezzi, M.D.

Enclosures: 2



ARTICLES OF INCORPORATION
OF
ASTAT HEALTHNETWORK CORP.

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The undersigned incorporator hereby executes these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE 1

NAME

The name of this corporation shall be: **ASTAT Healthnetwork Corp.**

ARTICLE 2

PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of this corporation shall be:

6800 N. Dale Mabry Hwy.
Suite 100
Tampa, Florida 33614

ARTICLE 3

CAPITAL STOCK

1. **Authorized Capitalization.** The total number of shares of capital stock authorized to be issued by this Corporation shall be:

100,000 shares of common stock, par value \$.001 per share (the "Common Stock").

2. **Payment for Stock.** All or any part of the consideration for the issuance of the capital stock of this Corporation may be in cash, property or labor or services at a fair valuation to be fixed by the Board of Directors at a meeting called for that purpose, which consideration, in any event, shall not be less than the par value of the shares issued therefor. All stock when issued shall be fully paid and nonassessable.

3. **Voting.** The voting power of this Corporation shall be vested solely in the Common Stock. Holders of shares of Common Stock shall be entitled to one vote for each share of Common Stock. There shall be no cumulative voting in the election of directors.

ARTICLES OF INCORPORATION OF
ASTAT HEALTHNETWORK CORP.
PAGE 2

4. **Dividends.** Any and all dividends are to be shared among the holders of outstanding Common Stock on a share for share basis.

ARTICLE 4

REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office of this corporation shall be located at 6800 N. Dale Mabry Hwy. Suite 100 Tampa, Fl. 33614 and the initial registered agent of this corporation at such office shall be Alan J. Iezzi. This corporation shall have the right to change such registered agent and such registered office from time to time, as provided by law.

ARTICLE 5

BOARD OF DIRECTORS

The Board of Directors of this corporation shall consist of a number of directors to be fixed from time to time by the stockholders or the bylaws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders.

ARTICLE 6

INITIAL BOARD OF DIRECTORS

The initial Board of Directors of this corporation shall consist of one (1) member, such member to hold office until his successor(s) have been duly elected and qualify. The names and street addresses of the initial director is:

<u>Name</u>	<u>Address</u>
Alan J. Iezzi	6800 N. Dale Mabry Hwy. Suite 100 Tampa, Florida 33614

ARTICLE 7

INCORPORATOR

The name and street address of the incorporator making these Articles of Incorporation is:

ARTICLES OF INCORPORATION OF
ASTAT HEALTHNETWORK CORP.
PAGE 3

Name

Address

Alan J. Iezzi

6800 N. Dale Mabry Hwy. Suite 100
Tampa, Florida 33614

ARTICLE 8

PURPOSES AND DURATION

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Business Corporation Act of the State of Florida, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act. This corporation shall have perpetual existence.

ARTICLE 9

BYLAWS

The power to adopt the bylaws of this corporation, to alter, amend or repeal the bylaws, or to adopt new bylaws, shall be vested in the Board of Directors of this corporation.

ARTICLE 10

AMENDMENT OF ARTICLES OF INCORPORATION

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

ARTICLE 11

AFFILIATED TRANSACTIONS

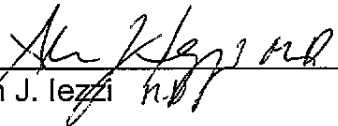
ARTICLES OF INCORPORATION OF
ASTAT HEALTHNETWORK CORP.

PAGE 4

The provisions of Section 607.0901, Florida Statutes, relating to affiliated transactions, shall be inapplicable to this corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation for the uses and purposes therein stated.

DATED this 7 day of December, 2000.



Alan J. Iezzi

ASTAT HEALTHNETWORK CORP.

FILED

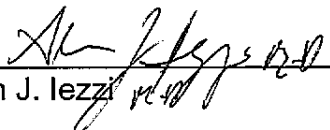
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ACCEPTANCE OF SERVICE AS REGISTERED AGENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, Alan J. Iezzi having been named as registered agent to accept service of process for the above-named corporation at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of such position.

DATED this 7 day of December, 2000.



Alan J. Iezzi