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EFFECTIVE DATE
01-01-01

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FLORIDA PROFIT CORPORATION OR P.A.

RUSSELL T. BAIN, M.D., P.A.

Certificate of Status	0
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ARTICLES OF INCORPORATION
OF
RUSSELL T. BAIN, M.D., P.A.

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

ARTICLE 1
NAME

The name of this corporation shall be: **Russell T. Bain, M.D., P.A.**

ARTICLE 2
PRINCIPAL OFFICE AND MAILING ADDRESS

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

5132 U.S. Highway 19 North
New Port Richey, Florida 34642

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 \$.01 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. **Dividends.** Any and all dividends are to be shared among the holders of shares of outstanding Common Stock on a share for share basis.

Prepared and filed by:
William Kalish, Esq.
Kalish & Ward, P.A.
101 E. Kennedy Blvd., Ste. 4100
Tampa, FL 33602
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ARTICLES OF INCORPORATION OF
RUSSELL T. BAIN, M.D., P.A.

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ARTICLE 4
REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office of this corporation shall be located at 101 E. Kennedy Boulevard, Suite 4100, Tampa, Florida 33602, and the initial registered agent of this corporation at such office shall be William Kalish, Esq. 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 Director of this corporation shall consist of one (1) member, such member to hold office until her successors have been duly elected and qualify. The name and street address of the initial director is:

<u>Name</u>	<u>Address</u>
Russell T. Bain, M.D.	5132 U.S. Highway 19 North New Port Richey, Florida 34642

ARTICLE 7
INCORPORATOR

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

<u>Name</u>	<u>Address</u>
William Kalish	c/o Kalish & Ward, P.A. 101 E. Kennedy Blvd., Suite 4100 Tampa, Florida 33602

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**ARTICLES OF INCORPORATION OF
RUSSELL T. BAIN, M.D., P.A.**

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**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, specifically, the practice of medicine as a professional association under Chapter 621, Florida Statutes. 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
RENDITION OF PROFESSIONAL SERVICES**

The corporation shall render the professional services described in Article 8 only through its agents, officers, directors, employees and representatives who are duly licensed or otherwise legally authorized in the State of Florida to practice medicine or provide the medical services requested. The term "agents," "officers," "employees," and "representatives" shall not include clerks, secretaries, bookkeepers, technicians, and other assistants who are not usually and ordinarily considered by custom and practice to be rendering professional services to the public for which a license or other legal authorization is required.

**ARTICLE 10
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 11
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
DATE OF EFFECTIVENESS**

The effective date of these articles of incorporation shall be no earlier than January 1, 2001.

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ARTICLE 12
AFFILIATED TRANSACTIONS

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 29th day of December, 2000.


William Kalish

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ARTICLES OF INCORPORATION OF
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ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, WILLIAM KALISH, 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 29th day of December, 2000.



WILLIAM KALISH

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