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January 4, 2001

FILED  
01 JAN -8 AM 8:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

000003528710--1  
-01/09/01--01005--009  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Articles of Incorporation for Celestial Imaging, P.A.

Dear Sir/Madam:

Enclosed for filing is an original and one copy of the properly executed Articles of Incorporation of Celestial Imaging, P.A. Also enclosed is our firm's check in the amount of \$70.00, made payable to the Florida Secretary of State, for the filing fees.

Please return the "Filed" copy of the Articles of Incorporation to us in the enclosed self-addressed, stamped envelope.

If you have any questions, please call.

Sincerely yours,

THE SOLOMON LAW GROUP, P.A.

By: Sheila B. Hieber

Sheila B. Hieber  
Legal Assistant

SBH/s  
Enclosures

**ARTICLES OF INCORPORATION  
OF  
CELESTIAL IMAGING, P.A.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as sole incorporator, hereby adopts these Articles of Incorporation and forms a profit professional service corporation (the "**Corporation**") under the laws of the State of Florida, as follows:

**ARTICLE I**

**Name**

The name of the Corporation is **Celestial Imaging, P.A.**

**Address**

The principal mailing address of the Corporation is 1074 Point Seaside Drive, Crystal Beach, Florida 34681.

**ARTICLE II**

**Term of Existence**

The corporate existence of the Corporation shall commence when these Articles of Incorporation is filed, as provided by Section 607.0203(1), Florida Statutes, and the Corporation shall have perpetual existence thereafter.

**ARTICLE III**

**Nature of Business**

The Corporation is organized for the sole and specific purpose of rendering professional medical services to the public in Florida, pursuant to Chapter 466, Florida Statutes, and subject to the requirements and restrictions of Chapter 621, Florida Statutes.

**ARTICLE IV**

**Powers**

The Corporation shall have power to do all things necessary:

- (a) have perpetual succession by its corporate name;
- (b) sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

(c) have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

(d) purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property necessary for the rendering of professional services;

(e) sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

(f) lend money to and use its credit to assist its officers and employees to the full extent permitted by law;

(g) purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof, subject to the requirements of Section 621.08, Florida Statutes;

(h) make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

(i) lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested;

(j) conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida General Corporation Act within or without the State of Florida;

(k) elect directors and appoint officers, employees, and agents for the Corporation and define their duties, fix their compensation, and lend them money and credit;

(l) make and alter bylaws, not inconsistent with these Articles of Incorporation and the laws of the State of Florida, for the administration and regulation of the affairs of the Corporation;

(m) make donations for the public welfare or for charitable, scientific or educational purposes;

(n) transact any lawful business which the Board of Directors of the Corporation shall find will be in aid of governmental policy;

(o) make payments or donations or do any other act not inconsistent with law that furthers the affairs and business of the Corporation;

(p) pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, health plans, medical plans, dental plans, insurance plans and other incentive or benefit plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of any subsidiaries it may have;

(q) exchange shares or merge with other domestic professional corporations organized to render professional medical services in Florida;

(r) provide insurance for its benefits on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his or her death shares of its stock owned by the shareholder or by the spouse or children of the shareholder; and

(q) have and exercise all powers necessary or convenient to effect its purposes, consistent with Chapters 607.621, and 466, Florida Statutes.

## **ARTICLE V**

### **Capital Stock**

The Corporation is authorized to issue 10,000 shares of one dollar (\$1.00) par value common stock, which shall be designated Common Stock.

## **ARTICLE VI**

### **Restrictions on Issuance of Stock, Alienation of Shares, and Voting of Stock**

The Corporation is authorized to issue Capital Stock only to an individual, professional corporation, or professional limited liability company who is duly licensed or otherwise legally authorized to render professional medical services to the public in Florida.

No shareholder of the Corporation may sell or transfer her or his shares in the Corporation except to another professional corporation, professional limited liability company, or individual, each of which must be eligible to be a shareholder of the Corporation.

No shareholder of the Corporation shall enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of the shareholder's stock.

**ARTICLE VII**  
**Initial Registered Office and Agent**

The street address of the initial registered office of the Corporation is c/o The Solomon Law Group, P.A., 400 North Ashley Plaza · Suite 3000 Tampa, Florida 33602, and the name of its initial registered agent at such address is Stanford R. Solomon.

**ARTICLE VIII**  
**Director**

The Corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by the bylaws of the Corporation, provided that the Corporation shall always have at least two but no more than ten directors. The name and address of the initial directors of the Corporation, who shall serve until their successors are duly elected and qualified, are:

<u>Title</u>	<u>Name</u>	<u>Address</u>
Director	Barry R. Weiss, M.D.	Post Office Box 971 Crystal Beach, Florida 34681

**ARTICLE IX**  
**Incorporator**

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

<u>Name</u>	<u>Address</u>
F. Lorraine Jahn	400 North Ashley Plaza · Suite 3000 Tampa, Florida 33602

**ARTICLE X**  
**Bylaws**

The power to adopt, alter, amend or repeal bylaws shall be vested in the Corporation's Board of Directors.

**ARTICLE XI**  
**Indemnification**

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

**ARTICLE XII**  
**Preemptive Rights**

Each shareholder of the Corporation shall have the first right to purchase shares (and any securities convertible into such shares) of any class, kind or series of the Corporation's capital stock that may from time to time be issued, whether or not presently authorized, including treasury shares, in the ratio that the number of shares such shareholder holds at that time of issuance bears to the total number of shares then outstanding, exclusive of treasury shares. Any shareholder's preemptive rights shall be waived if such shareholder does not exercise his or her preemptive rights by tendering full payment to the Corporation within thirty days of receipt of written notice from the Corporation stating the prices, terms and conditions for the sale of such shares (or securities convertible into such shares). A shareholder may also waive his or her preemptive rights by affirmative written notice of waiver within thirty days of receipt of notice of the Corporation's issuance of shares.

**ARTICLE XIII**  
**Amendment**

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this January 4, 2001.

  
F. LORRAINE JAHN  
Incorporator

**ACCEPTANCE BY REGISTERED AGENT**

Having been named Registered Agent and designated to accept service of process for the above Corporation at c/o The Solomon Law Group, P.A., 400 North Ashley Plaza · Suite 3000, Tampa, Florida 33602, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties.

  
STANFORD R. SOLOMON

Dated: January 4, 2001.