

PO1000027995

Gerard Romain, MD, PA  
601 Oak Street, Suite A  
Kissimmee, FL 34744

January 10, 2001

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314


Subject: Gerard Romain, MD, PA

Dear Sir/Madame,

Enclosed please find two original copies of Articles of Incorporation for Gerard Romain, MD, Inc and a check for \$78.75.

If you have any questions please contact my accountant at (407) 228-4488.

Sincerely,



Gerard Romain

FILED  
01 MAR 19 PM 12:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

500003538465--5  
-01/16/01--01102--012  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

T. Burch MAR 19 2001



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

January 18, 2001

GERARD ROMAIN MD  
601 OAK STREET STE A  
KISSIMMEE, FL 34744

SUBJECT: GERARD ROMAIN, MD, PA.  
Ref. Number: W01000001396

We have received your document for GERARD ROMAIN, MD, PA. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The specific nature of business of the professional association must be stated in the document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6928.

Tim Burch  
Document Specialist

Letter Number: 101A00002934

**ARTICLES OF INCORPORATION**  
*of*  
**GERARD ROMAIN, MD, PA.**

The undersigned person(s), acting as incorporator(s) of a corporation organized under the laws of Florida, hereby adopt(s) the following Articles of Incorporation:

**ARTICLE I**  
**CORPORATE NAME**

The name of this corporation is Gerard Romain, MD, PA.

**ARTICLE II**  
**INITIAL PRINCIPAL OFFICE**

The mailing address of the corporation's initial principal office is:

14376 Colonial Grand Blvd., Suite#2311  
Orlando, Florida 32837

**ARTICLE III**  
**SHARES**

The total number of shares which the corporation shall have authority to issue is 10,000 shares of \$1.00 par value stock.

**ARTICLE IV**  
**REGISTERED OFFICE AND AGENT**

The street address of the corporation's initial registered office and the name of its initial registered agent at such address is:

Gerard Romain  
Gerard Romain, MD, PA.  
14376 Colonial Grand Blvd., Suite#2311  
Orange County  
Orlando, Florida 32837

FILED  
01 MAR 19 PM 12:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE V  
PURPOSE**

The purpose of the corporation is to engage in the practice of medicine in accordance with the laws of this state.

**ARTICLE VI  
DIRECTORS**

The names and residence address of the person constituting the initial board of directors is:

Gerard Romain  
14376 Colonial Grand Blvd., Suite #23 ||  
Orlando, Florida 32837

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

**ARTICLE VII  
LIABILITY OF DIRECTORS**

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

**ARTICLE VIII  
OTHER PROVISIONS**

Director or Officer Interest. In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation or any director or officer of this corporation individually, shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or

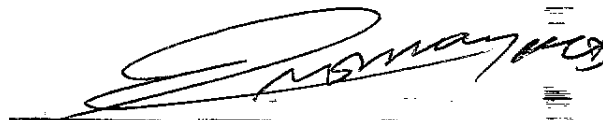
officer of such other association or corporation.

Stock Transfer Restriction. No shareholder of this corporation shall sell any shares of stock held by him or her in this corporation without first offering to sell such stock to the corporation on the same terms and conditions and at the price offered in good faith and in writing, by any proposed purchaser. The written offer by such proposed purchaser shall be delivered to the corporation at the time the stock is offered to the corporation for sale. The corporation shall have the right to accept the offer any time within thirty (30) days from and after the date on which the offer is made to the shareholder and shall exercise the option to purchase by notifying the shareholder in writing. If the corporation shall not exercise its option to purchase the shares of stock, it shall notify the shareholder in writing within the thirty (30) day period and the shares may then be sold by the shareholder, but only to the proposed purchaser on the same terms and conditions as offered to the corporation, and only within thirty (30) days from and after the date on which the corporation declines to exercise its option.

Corporate Seal. The corporation shall have no corporate seal.

#### Certification

I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge.



Gerard Romain, Incorporator  
14376 Colonial Grand Blvd., Suite 2311  
Orlando, Florida 32837

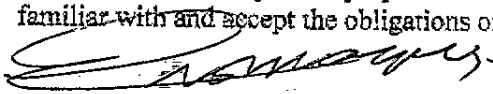
CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES,  
THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE  
STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN  
DESIGNATING THE REGISTERED OFFICE/AGENT, IN THE STATE OF FLORIDA.

- 1) The name of the corporation is Gerard Romain, MD, PA.
- 2) The name and addresses of the registered agent and office is:

Gerard Romain  
14376 Colonial Grand Blvd., Suite #2311  
Orlando, Florida 32837

Having been named registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with provisions of all statutes relating to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as registered agent.



Gerard Romain

Date:

FILED  
01 MAR 19 PM 12:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA