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March 19, 2001

VIA FEDERAL EXPRESS

Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

RE: A. R. Shamma, M.D., P.A.


200003887812--8  
-03/20/01--01034--001  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

To Whom It May Concern:

Enclosed for filing with your Office are the Articles of Incorporation and registered agent designation for A. R. Shamma, M.D., P.A., along with our check in the amount of \$78.75 to cover the filing fees and the cost of a certified copy of the filing which we would appreciate you providing at your earliest convenience. If anything else is required, please let us know.

Thank you for your prompt attention to this matter.

Very truly,

  
William T. McCauslin  
Paralegal

FILED  
2001 MAR 20 AM 9:16  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

3/20/01

**ARTICLES OF INCORPORATION  
OF  
A. R. SHAMMA, M.D., P.A.**

**FILED**

2001 MAR 20 AM 9:16

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned incorporator, for the purpose of forming a professional services corporation under the Florida Business Corporation Act, Chapter 607, Fla. Stat., and Chapter 621, Fla. Stat., hereby adopts the following Articles of Incorporation.

**ARTICLE I**

The name of the corporation shall be A. R. SHAMMA, M.D., P.A.

**ARTICLE II**

The principal place of business and mailing address of the corporation shall be: 1317 Oak Street, 2<sup>nd</sup> Floor, Melbourne, Fla. 32901-3132.

**ARTICLE III**

The corporation shall be professional service corporation subject to the provisions of Chapter 621, Fla. Stat. The corporation shall be formed to provide vascular surgical and other medical services through licensed medical doctors. All shareholders shall be medical doctors licensed to practice medicine in the State of Florida. Subject to the terms of Chapter 621, Fla. Stat., which shall govern in the event of any conflict with any other provision of these Articles of Incorporation, the corporation shall have the power to engage in any lawful activity permitted by Chapter 607, Fla. Stat.

**ARTICLE IV**

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is 100 shares. All such shares shall be of a single class, designated as common. Par value shall be one dollar.

**ARTICLE V**

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required

by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution. At each election of directors, no shareholder shall be entitled to cumulate his or her votes in voting for the election of directors. The transfer of stock in the corporation shall be governed by Chapter 621, Fla. Stat.

## **ARTICLE VI**

The corporation elects to have preemptive rights.

## **ARTICLE VII**

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

## **ARTICLE VIII**

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (§§ 607.0901 through 607.0903) shall not be applicable to this corporation.

## **ARTICLE IX**

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

## **ARTICLE X**

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of one director whose name and address is as follows:

Asad R. Shamma, M.D.  
1317 Oak Street, 2<sup>nd</sup> Floor  
Melbourne, Fla. 32901-3132


#### ARTICLE XI

The initial registered agent of the corporation is Stephen D. Milbrath, Allen, Dyer, Doppelt, Milbrath & Gilchrist. The street address of the corporation's initial registered office is 255 S. Orange Avenue, Suite 1401, P.O. Box 3791, Orlando, Florida 32802-3791.

#### ARTICLE XII

The name and address of the incorporator to these Articles of Incorporation is Asad R. Shamma, M.D., 111 Lansing Island Drive, Satellite Beach, FL 32937.

The undersigned incorporator has executed these Articles of Incorporation this 15<sup>th</sup> day of March, 2001.

  
Asad R. Shamma, M.D., Incorporator

**CONSENT TO SERVE AS REGISTERED AGENT  
FOR  
A. R. SHAMMA, M.D., P.A.**

**FILED**

2001 MAR 20 AM 9:16

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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

Date: 3/19/01



Stephen D. Milbrath  
Allen, Dyer, Doppelt, Milbrath & Gilchrist  
255 S. Orange Avenue, Suite 1401  
P.O. Box 3791, Orlando, Florida 32802-3791