

# PO1000036521

Florida Department of State  
Division of Corporations  
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From:

Account Name : FAS-T CORP. AGENTS, INC.  
Account Number : 071001002335  
Phone : (305)599-0839  
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## FLORIDA PROFIT CORPORATION OR P.A.

**brandon diagnostic outpatient center inc.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

01 APR 11 AM 10:00

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**ARTICLES OF INCORPORATION  
OF  
BRANDON DIAGNOSTIC OUTPATIENT CENTER INC.**

**FILED**  
01 APR 11 AM 10:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I**

The name of the corporation shall be BRANDON DIAGNOSTIC OUTPATIENT CENTER INC.

**ARTICLE II**

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

**ARTICLE III**

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is One Hundred Thousand (100,000) shares. All such shares shall be of a single class, designated as common. The par value for each such common share shall be \$.001 per share.

**ARTICLE IV**

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 for directors, the shareholders shall be entitled to cast votes using the cumulative method of voting for directors.

Prepared by: KEVIN C. AMBLER, Esq.  
400 N. Tampa Street, Suite 1100  
Tampa, Florida 33602  
813-276-0100

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#### **ARTICLE V**

The corporation elects to have preemptive rights.

#### **ARTICLE VI**

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 VII**

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 VIII**

The bylaws of the corporation may be amended by a vote of 95% of the shareholders.

#### **ARTICLE IX**

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of no less than two and no more than five directors whose names and addresses are as follows:

Larry Williams, 400 12th Avenue North, Suite 400, St. Petersburg FL 33701

Curtis L. Alliston, 1445 Jumana Loop, Apollo Beach, FL 33572

## ARTICLE X

The initial registered agent of the corporation is Kevin C. Ambler. The street address of the corporation's initial registered office is 400 North Tampa Street, Suite 1100, Tampa, FL 33602.

## ARTICLE XI

The principal place of business and mailing address of this corporation shall be: 400 12th Avenue North, Suite 400, St. Petersburg FL 33701.

## ARTICLE XII

**The name and address of the incorporator(s) to these Article of Incorporation are:**

**Kevin C. Ambler, 400 North Tampa Street, Suite 1100, Tampa, FL 33602.**

The undersigned incorporator(s) have executed these Articles of Incorporation this 10th day of April, 2001.

KEVIN C. AMBLER, Incorporator

STATE OF FLORIDA )  
 ) ss.  
COUNTY OF HILLSBOROUGH )

Subscribed and sworn to before this 10th day of April 2001, by KEVIN C. AMBLER  
who is personally known to me [~~or who has produced \_\_\_\_\_~~  
~~\_\_\_\_\_ as identification~~], and did not take an oath.



**(Notary Seal)**

James L. Hyland  
Notary Public  
Name: \_\_\_\_\_  
(Typed or Printed)  
Commission No.: \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

Prepared by: KEVIN C. AMBLER, Esq.  
400 N. Tampa Street, Suite 1100  
Tampa, Florida 33602  
813-275-9100

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**CONSENT TO SERVE AS REGISTERED AGENT  
FOR  
BRANDON DIAGNOSTIC OUTPATIENT CENTER INC.**

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: April 10th, 2001

Kevin C. Ambler  
Kevin C. Ambler

STATE OF FLORIDA           )  
  ) ss.  
COUNTY OF HILLSBOROUGH )

Subscribed and sworn to before this 10th day of April 2001, by  
KEVIN C. AMBLER, who is personally known to me ~~for who has produced~~  
~~as identification~~, and did not take an oath.

Janet L. Hyland  
Notary Public  
Name: \_\_\_\_\_  
(Typed or Printed)  
Commission No.: \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

(Notary Seal)



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