

The Law Offices of  
Neal L. O'Toole, P.A.

Neal L. O'Toole \* †  
Gregory P. Abaray

PO100000 550 88  
FILED

01 MAY 29 AM 10:05

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Attorneys at Law

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Bartow, Florida 33830  
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May 7, 2001

Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314-6327

RE: MARK A. ASHBY, M.D., P.A.  
Our File # : 99-428-01

600004325286--9  
-05/29/01--01084--013  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

To Whom It May Concern:

Enclosed herewith are the original and one (1) copy of the Articles of Incorporation regarding the above referenced matter. Also enclosed is our firm's check in the amount of \$78.75 to cover the cost of filing and to obtain a certified copy of the Articles. For your convenience, I have enclosed a self-addressed stamped envelope.

Should you have any questions or comments, please do not hesitate to contact me.

Sincerely,

*Sherry M. Marvin*  
Sherry M. Marvin  
Paralegal

6/6/01 7:48 L/M on re-mail

/s/mm  
Enclosures  
cc: Mark A. Ashby, M.D.

6✓  
D. WHITE JUN - 5 2001

**FILED**

**ARTICLES OF INCORPORATION**

01 MAY 29 AM 10:05

**OF**

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**MARK A. ASHBY, M.D., P.A.**

THE UNDERSIGNED subscriber to these Articles of Incorporation, desiring to form a corporation under the laws of the State of Florida, do hereby accept all of the rights, privileges, benefits, and obligations conferred and composed by said laws and do hereby adopt the following Articles of Incorporation as the Charter of the Corporation hereby organized.

**ARTICLE I - NAME**

The name of the corporation shall be: MARK A. ASHBY, M.D., P.A.

The principal office and mailing address is 5918 Golden Road, Sebring, Florida 33872.

**ARTICLE II - DURATION**

The Corporation shall have perpetual existence, commencing upon the filing of these Articles of Incorporation with the Department of State, State of Florida.

**ARTICLE III - PURPOSES AND POWERS**

This Corporation is organized for the purpose of transacting any and all lawful business in the medical profession.

**ARTICLE IV - AUTHORIZED SHARES**

The maximum number of shares that this Corporation is authorized to have outstanding at any one time is 100 shares of common stock having a par value of \$1.00 per share. The consideration to be paid for each share shall be

fixed by the Board of Directors, and may be paid in whole or in part by cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation with a value, in the judgment of the Board of Directors, equivalent to or greater than the full par value of the shares.

#### **ARTICLE V - PRE-EMPTIVE RIGHTS**

Each holder of common stock of this Corporation shall have the first right (subject to adjustment to avoid the issue of fractional shares) to purchase shares of common stock of this Corporation that may hereafter from time to time be issued (whether or not presently authorized), including shares from the treasury of the Corporation, in the ratio that the number of shares of common stock held at the time of the issue bears to the total number of shares of common stock outstanding. This right shall be deemed waived by any holder of common stock who does not exercise it and pay for the stock preempted within thirty (30) days of receipt of a notice in writing from the Corporation inviting him to exercise the right.

#### **ARTICLE VI - PRINCIPAL OFFICE ADDRESS**

The street address of the initial principal office of the Corporation in the State of Florida is 5918 Golden Road, Sebring, Florida 33872. The Board of Directors may from time to time move the principal office to any other address in Florida, and may establish branch offices in such other places or places within or without the State of Florida as it may designate.

#### **ARTICLE VII - REGISTERED OFFICE; REGISTERED AGENT**

The street address of the Corporation's initial registered office in this State is 5918 Golden Road, Sebring, Florida 33872. The initial Registered Agent of this Corporation and the address of the Registered Agent of the Corporation shall be as follows:

Neal L. O'Toole  
343 West Davidson Street, Suite 101  
Bartow, Florida 33830

#### **ARTICLE VIII - DIRECTORS**

This Corporation shall have one (1) Director, initially. The number of directors may be increased or diminished from time to time, as provided in the By-Laws. The name and address of the initial Directors of this Corporation are:

Mark A. Ashby  
5918 Golden Road  
Sebring, Florida 33872

#### **ARTICLE IX - INCORPORATOR**

The name and street address of the Incorporator to these Articles of Incorporation is: Mark Ashby, 5918 Golden Road, Sebring, Florida 33872

The Incorporator of these Articles of Incorporation hereby assigns to this Corporation any and all of his rights under Section 607.0202, Florida Statutes to constitute a corporation.

#### **ARTICLE X - AMENDMENTS**

The Corporation reserves the right to amend, alter, change, or repeal, any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred on stockholders herein are granted and subject to this reservation. These Articles may be amended prior to


the issuance of the stock of this Corporation by unanimous approval or consent of the Board of Directors. Thereafter, every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon or in such other manner as may be provided by law.

IN WITNESS THEREOF, I, the undersigned Incorporator, have hereunto set my hand and seal, effective this the 2<sup>nd</sup> day of May, 2001, for the purpose of forming this Corporation under the laws of the State of Florida, and I hereby make and file with the Department of State of the State of Florida, these Articles of Incorporation, and certify that the facts herein stated are true.

Mark A Ashby  
MARK A. ASHBY  
Incorporator

STATE OF FLORIDA  
COUNTY OF HIGHLANDS

The foregoing instrument was acknowledged before me this 2<sup>nd</sup> day of May, 2001 by MARK A. ASHBY, who is personally known to me or who has produced \_\_\_\_\_ as identification.

 Sherry M Marvin  
My Commission CC863337  
Expires September 3, 2003

Sherry M Marvin  
NOTARY PUBLIC

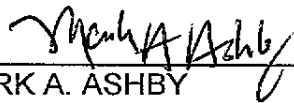
Print Name : Sherry M. Marvin  
My Commission Expires \_\_\_\_\_

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN  
FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That MARK A. ASHBY, M.D., P.A., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at City of Sebring State of Florida, has named the following as its agent to accept service of process within the State of Florida:

MARK A. ASHBY, M.D., P.A.

BY:   
MARK A. ASHBY  
Director

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes to the proper and complete performance of my duties.

  
NEALL L. O'TOOLE  
Registered Agent

01 MAY 29 AM 10:05  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

FILED