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June 6, 2001

Secretary of State
State of Florida
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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*****87.50 *****87.50

RE: Articles of Incorporation of Catherine C. Madaffari, M.D., P.A.

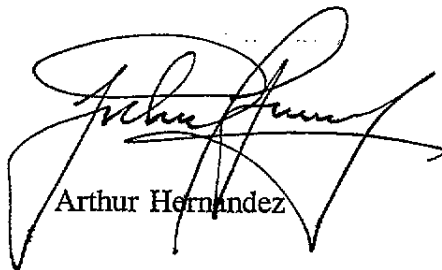
Dear Sirs:

Please find enclosed an original and two copies of the Articles of Incorporation of Catherine C. Madaffai, M.D., P.A., along with a Certificate designating Registered Agent. Please file the copies of Articles of Incorporation and send us one certified copy of the Articles in the envelope provided.

Also enclosed is a check in the amount of \$87.50 which represents the filing fee, certified copy and Certificate of Status. Thank you for your assistance in this matter.

Sincerely,

BULLOCK, CHILDS, PENDLEY & REED, P.A.


Arthur Hernandez

AH/bjs
Enclosures

FILED
01 JUN -8 PM 1:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D. BROWN JUN 12 2001

**ARTICLES OF INCORPORATION FOR
CATHERINE C. MADAFFARI, M.D., P.A.**

FILED
01 JUN -8 PM 1:57
CLERK OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator to these Articles of Incorporation, consisting of six (6) pages, each a natural person competent to contract, hereby associate themselves together to form a "Professional Corporation" under the laws of the State of Florida.

ARTICLE I. NAME

The name of this Professional Corporation is:

CATHERINE C. MADAFFARI, M.D., P.A.

ARTICLE II. NATURE OF BUSINESS

The sole and specific purpose of the business to be transacted by this Professional Corporation is:

To practice medicine by conducting medical examinations, consultations as to medical treatment and prescribing medication to patients.

To purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest, trade-in, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description.

To conduct business in one or more offices in, and by, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses in the state of Florida and in all other states and countries.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same business.

To endorse , purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

To become guarantor or surety for any other person, firm or corporation for any purpose or transaction whatsoever.

To make gifts of its property or cash, either to charitable organizations or otherwise, when deemed in interest of the corporation.

To adopt such pension, profit sharing, stock option and deferred compensation plans for officers, employees and directors and to grant such stock options to officers, employees, directors and others as the Board of Directors may deem to be in the best interest of the corporation.

To have and exercise all of the powers now or hereafter conferred upon corporations by the statutes and laws of the State of Florida.

All of the foregoing in this article shall be construed as both objects and powers. The enumeration of specific powers and purposes is not intended to restrict or limit in any way the powers or purposes of this corporation.

ARTICLE III. ADDRESS

The post office address of the principal office of this corporation in the State of Florida is:

**1329 Marsh Harbor Drive
Jacksonville, FL 32225**

The Board of Directors may from time to time move the office to any other place in the State of Florida.

ARTICLE IV. STOCK AND PRE-EMPTIVE RIGHTS

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is:

7,500 shares of \$1.00 par value common stock

The corporation hereby elects to have pre-emptive rights.

ARTICLE V. INITIAL CAPITAL

The amount of capital with which this corporation will begin business is Five Hundred and no/100 (\$500.00) Dollars.

ARTICLE VI. TERM

This corporation shall have perpetual existence.

ARTICLE VII. DIRECTORS

This corporation shall have one (1) director initially. The number of Directors may be either increased or diminished from time to time by by-laws, but shall never be less than one. Any Director may be removed at any time, with or without cause by the stockholders having the right and entitled to vote at a meeting called for that purpose.

ARTICLE VIII. INITIAL DIRECTORS

The names and post office addresses of the members of the first Board of Directors of this corporation are:

**Catherine C. Madaffari, M.D.
1329 Marsh Harbor Drive
Jacksonville, FL 32225**

ARTICLE IX. REGISTERED AGENT AND OFFICE

The street address of the original registered office of this corporation shall be:

**233 East Bay Street, Suite 711
Jacksonville, FL 32202**

and the initial Registered Agent at said office shall be

Arthur Hernandez, Esq.

ARTICLE X. INCORPORATOR

The names and post office addresses of the Incorporator of these Articles of Incorporation is:

Arthur Hernandez, Esq.
233 East Bay Street, Suite 711
Jacksonville, FL 32202

ARTICLE XI. MISCELLANEOUS

This corporation shall have the right to amend or repeal any provision contained in these Articles of Incorporation and any right conferred upon the stockholders is subject to this provision.

Ownership of stock in this corporation shall not be required to make any person eligible to hold office or to become a Director in this corporation.

The stockholders, or any two or more of them, may by agreement recorded in the Minute Book of this corporation, impose such restrictions on the sale, transfer or encumbrances of the stock in this corporation owned by the Incorporators to such agreement as they may see fit. The by-laws of this corporation may impose any restrictions on the sale, transfer or encumbrance of the stock of this corporation as may be lawful under the statutes and laws of the State of Florida when such by-laws adopted or amended.

Any Incorporator or stockholder present at any meeting either in person or by proxy, or any Director present in person at any meeting of the Board of Directors shall be conclusively deemed to have received proper notice of such meeting unless he/she shall make objections at such meeting to any defect or insufficiency of notice.

Any contract or other transaction between the corporation and one or more of its Directors, or between the corporation and any firm of which one or more of its Directors are members or employees, or in which they are interested, or between the corporation and any corporation or association of which one or more of its Directors are shareholders, members, Directors, officers, or employees in which they are interested, shall be valid for all purposes, notwithstanding the presence of such Director or Directors at the meeting of the Board of Directors of the corporation, which acts upon, or in reference to, such contract or transaction and notwithstanding his/her or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors, and the Board of Directors shall, nevertheless, authorize, approve or ratify such contract or transaction by vote of a majority of the Directors present, such interested Director or Directors to be counted in determining whether a quorum is present, but not to be counted in calculating the majority necessary to carry such a vote. These provisions shall not be construed to invalidate any contract or transaction which would otherwise be valued under the common law and statutory law applicable thereto.

The Board of Directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as Directors, and to fix the basis and conditions upon which such compensation shall be paid. Any Director of the

corporation may also serve the corporation in any other capacity and receive compensation therefore in any form.

ARTICLE XII. INDEMNITY

This corporation is authorized to indemnify any Director, officer, or employee, or former Director, officer or employee of this corporation, or any person who may have served at its request as Director, officer or employee of another corporation in which it owns shares of capital stock, or of which it is a creditor, against expenses actually and necessarily incurred by him\her in connection with the defense of any action, suit or proceeding in which he\she is made a party by reason of being or having been such Director, officer, employee, except in relation to matters as to which he\she shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty. This corporation may also reimburse to any Director, officer, or employee the reasonable cost of settlement of such action, suit or proceeding, if it shall be found by a majority of a committee composed of the Directors of this corporation not involved in the matter in controversy (whether or not a quorum) that it was to the interest of this corporation that such settlement be made and that such Director, officer or employee was not guilty of negligence or misconduct. Such indemnification or reimbursement shall not preclude such Director, officer or employee from exercising any rights to which he may be entitled under the by-laws or otherwise.

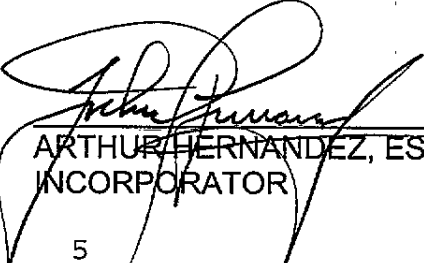
ARTICLE XIII. AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at the stockholders' meeting by majority of the stock entitled to vote thereon, unless all the Directors and all the stockholders sign in a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE IX. MEETINGS BY CONFERENCE-TELEPHONE

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law. Furthermore, the Directors of this corporation may take action by written consent, as provided by law.

IN WITNESS THEREFORE, the undersigned incorporator being a natural person competent to contract, has hereunto set his hand and affixed his seal this 7th day of June, 2001.


ARTHUR HERNANDEZ, ESQUIRE
INCORPORATOR

STATE OF FLORIDA
COUNTY OF DUVAL

I HEREBY CERTIFY that on this date, before me, a Notary Public, duly authorized in the State and County named above, to take acknowledgments, personally appeared

ARTHUR HERNANDEZ, ESQUIRE

to me known to be the person described as Incorporator in and who execute the foregoing Articles of Incorporation, and they acknowledge before me that they subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 7th day of June, 2001.



NOTARY PUBLIC

My Commission expires:



CAROL J. MILLER
Notary Public, State of Florida
My comm. expires March 4, 2003
Comm. No. CC 814429

CERTIFICATE

DESIGNATING REGISTERED AGENT AND PLACE OF BUSINESS FOR THE SERVICE OF PROCESS WITHIN THE STATE

Pursuant to Section 48.091, Florida Statutes, the following is submitted:

That Catherine C. Madaffari, M.D., P.A., desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation in the City of Jacksonville, County of Duval, State of Florida, has named Arthur Hernandez, Esquire, at 233 East Bay Street, Suite 711, Jacksonville, Florida 32202, as its Registered Agent to accept service or process within the State of Florida.


INCORPORATOR

ACKNOWLEDGMENT

Having been named as Registered Agent to accept service of process for the above-named professional corporation at the place designated in this Certificate, I hereby accept such appointment and agree to act in this capacity and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent as provided for in Chapter 608, Florida Statutes.


REGISTERED AGENT
ARTHUR HERNANDEZ

FILED
01 JUN -8 PM 4:57
CLERK OF STATE
TALLAHASSEE, FLORIDA