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TRANSMITTAL LETTER

FILED

01 AUG 29 PM 3: 15

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

SUBJECT: GARY KIRCHHOFF M.D.
(Proposed corporate name - must include suffix)

100004507181--7
-07/30/01--01098--011
*****78.75 *****78.75

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: GARY KIRCHHOFF, M.D.
Name (Printed or typed)

3105 VILLA ROSA STREET
Address

TAMPA FL 33611
City, State & Zip

(813) 832-4374
Daytime Telephone number

NOTE: Please provide the original and one copy of the ~~...~~ G. BLALOCK AUG 29 2001

W011755



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 10, 2001

GARY KIRCHHOFF, M.D.
3105 VILLA ROSA ST
TAMPA, FL 33611

We have received your document for GARY KIRCHHOFF, M.D. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

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) 245-6925.

Cynthia Blalock
Document Specialist
New Filing Section

Letter Number: 201A00046022

ARTICLES OF INCORPORATION
OF
GARY KIRCHHOFF, INC.

FILED
01 AUG 29 PM 3:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE 1 – NAME

The name of the Corporation is GARY KIRCHHOFF, INC. (hereinafter, "Corporation").

ARTICLE 2 – PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE 3 – PRINCIPAL OFFICE

The address of the principal office of this Corporation is 3105 VILLA ROSA STREET, TAMPA FL 33611 and the mailing address is the same.

ARTICLE 4 – INCORPORATOR

The name and street address of the incorporator of this Corporation is:

GARY KIRCHHOFF
3105 VILLA ROSA STREET
TAMPA FL 33611

ARTICLE 5 - OFFICERS

The officers of the Corporation shall be:

President:	GARY KIRCHHOFF
Vice-President:	GARY KIRCHHOFF
Secretary:	GARY KIRCHHOFF
Treasurer:	GARY KIRCHHOFF

whose addresses shall be the same as the principal office of the Corporation.

ARTICLE 6 – DIRECTOR (S)

The director (s) of the Corporation shall be:

GARY KIRCHHOFF, MD.

whose addresses shall be the same as the principal office of the Corporation.

ARTICLE 7 – CORPORATE CAPITALIZATION

7.1 The Maximum number of shares that this Corporation is authorized to have outstanding at any time is **ONE MILLION (1,000,000)** shares of common stock, each share having the par value of **ONE DOLLAR (\$1.00)**.

7.2 All holders of shares of common stock shall be identical with each other in every respect and the holders of common shares shall be entitled to have unlimited voting rights on all shares and be entitled to vote for each share on all matters on which Shareholders have the right to vote.

7.3 All holders of common stock, upon the dissolution of the Corporation, shall be entitled to receive the net assets of the Corporation.

7.4 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director (s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director (s) may deem advisable in connection with such issuance.

7.5 The Board of Director (s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its common stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director (s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.6 The Board of Director (s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions for redemption of the stock.

ARTICLE 8 – SHAREHOLDERS’ RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation may be subject to a Shareholders’ Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders’ Restrictive Agreement, if any, is on file at the principal office of the Corporation.

ARTICLE 9 – POWERS OF ATTORNEY

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 10 – TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 11 – REGISTERED OWNER (S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any person, whether or not the Corporation shall have notice thereof.

ARTICLE 12 – REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Corporation is GARY KIRCHHOFF, INC., located at 3105 VILLA ROSA STREET, TAMPA, FL 33611. The name and address of the registered agent of this Corporation is GARY KIRCHHOFF, MD.

ARTICLE 13 - BYLAWS

The Board of Director (s) of the Corporation have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director (s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE 14 - EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 15 - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment thereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

IN WITNESS WHEREOF, I have set my hand and seal, acknowledged and file the foregoing Articles of Incorporation under the laws of the State of Florida, this 27TH DAY OF JULY, 2001.



GARY KIRCHHOFF, M.D.

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

GARY KIRCHHOSS, M.D., having a business office identical with registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.

GARY KIRCHHOFF, M.D.
By: 

GARY KIRCHHOFF, M.D.