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September 17, 2001

DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
POST OFFICE BOX 6327
TALLAHASSEE, FLORIDA

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131.25 **87.50

RE: KEN MARTIN, D.O., P.A.

Gentlemen:

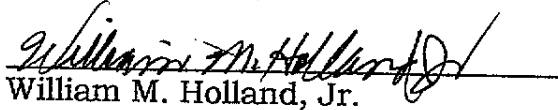
I enclose the original and one (1) copy of the Articles of Incorporation, and Acknowledgement of Acceptance of Registered Agent along with my trust account check in the amount of \$131.25 to cover the following:

- (1) \$35.00 Filing Fee for Articles of Incorporation.
- (2) \$35.00 Filing Fee for designation and acceptance of Registered Agent.
- (3) \$52.50 Fee for furnishing Certified Copy of the Articles of Incorporation.
- (4) \$ 8.75 Fee for Certificate of Status.

Please forward the certified copy of the Articles of Incorporation and Certificate of Status to me.

Thank you for your cooperation.

Very truly yours,


William M. Holland, Jr.

WMHjr/jw
enclosures

FILED
01 SEP 20 AM 10:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9-24-01

ARTICLES OF INCORPORATION

OF

KEN MARTIN, D. O., P. A.

FILED

01 SEP 20 AM 10: 05

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned subscriber of these Articles of Incorporation, a natural person competent to contract, an osteopathic physician, duly licensed and otherwise legally authorized to render services as such under the laws of the State of Florida, hereby present these Articles of Incorporation for the purpose of forming a professional service corporation for profit under the Professional Service Corporation and Limited Liability Company Act, The Florida Business Corporation Act, and other laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation shall be:

KEN MARTIN, D. O., P. A.

ARTICLE II - NATURE OF BUSINESS

The general nature of the business and the objects and purposes to be transacted, promoted and carried on by the corporation are:

1. To engage in every phase and aspect of the business of rendering the same professional services to the public that osteopathic physicians and physicians, duly authorized under the laws of the State of Florida, is authorized to render. Such professional services shall be rendered only through officers, employees, and agents who are duly licensed to practice the type and field of medicine for which they are qualified and licensed under the laws of the State of Florida.

2. To invest the funds of the corporation in real estate, mortgages, stocks, bonds, or any other type of investment allowed by law.

3. To own real and/or personal property necessary for the rendering of the professional services.

4. To engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

5. To do everything necessary and proper for the accomplishment of the purposes; the attaining of the objects; and/or the furtherance of the purposes enumerated in these Articles of Incorporation and any amendment thereof; to do everything that is necessary and/or incidental to the protection and benefit of the Corporation; and in general, either alone and/or in association with other corporations, firms, or individuals, to carry on any lawful pursuit necessary and/or incidental to the furtherance and accomplishment of the purposes of the Corporation.

The business of the corporation shall be limited to the foregoing activities and no others.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is Seven Thousand Five Hundred (7,500) shares of common stock, fully paid and non-assessable, having a par value of One Dollar (\$1.00) per share.

The capital stock of the Corporation and the certificates therefor shall be issued only in accordance with these Articles of Incorporation and the By-Laws of the Corporation.

The consideration to be paid for each share of capital stock shall be payable in lawful money of the United States of America, or property (other than stock or securities) in lieu of cash, at a just valuation to be determined by the Board of Directors of this Corporation.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which the Corporation will begin business is in excess of One Thousand Dollars (\$1000.00).

ARTICLE V - TERMS OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VI - ADDRESS

The initial address of the principal office of this Corporation shall be:

1202 TECH BOULEVARD, SUITE 101
TAMPA, FLORIDA 33619

The Board of Directors may from time to time move the principal office to such other place either within or outside the State of Florida.

ARTICLE VII - DIRECTORS

This Corporation shall have one director, initially. The number of directors may be varied from time to time by the By-Laws adopted by the stockholders. All directors shall be physicians duly licensed and otherwise legally authorized to render services as such under the laws of the State of Florida.

The name and address of the members of the first Board of Directors, who, subject to the provisions of the By-Laws and these Articles of

Incorporation shall hold office for the first year of the Corporation's existence or until their successors are elected and have qualified are:

KENNETH MARTIN
1202 TECH BOULEVARD, SUITE 101
TAMPA, FLORIDA 33619

ARTICLE VIII - OFFICERS

This corporation shall have as officers a president, secretary and treasurer, initially. The offices of the president and secretary and treasurer may be combined, diminished, or changed from time to time by By-Laws adopted by the stockholders. All officers of the Corporation shall be physicians duly licensed and otherwise legally authorized to render services as such under the laws of the State of Florida. Other requisite qualifications of any and all officers of the Corporation may be set forth by the By-Laws adopted by the stockholders.

The names and addresses of the first officers who shall hold office for the first year of the Corporation's existence or until their successors are elected and have qualified, are:

President, Secretary, and Treasurer

KENNETH MARTIN
1202 TECH BOULEVARD, STE 101
TAMPA, FLORIDA 33619

ARTICLE IX - VOTING TRUST

No stockholder of the Corporation shall enter into a voting trust agreement or any other type of agreement vesting another person with the authority to exercise the voting power of any or all of his stock.

ARTICLE X - AMENDMENT

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 a stockholders' meeting by a majority of stock entitled to vote thereon, unless all the directors and stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of stockholders are subject to this reservation.

ARTICLE XI - RESTRICTIONS AND LIMITATIONS ON CORPORATE STOCK

The stock of this corporation may be issued, owned and registered only in the name or names of an individual or individuals who are duly authorized and licensed to practice medicine in the State of Florida, and who are employees, officers, or agents of this corporation.

In the event that a stockholder:

- (a) becomes disqualified to practice medicine in this State, or
- (b) is elected to a public office or accepts employment, that pursuant to law, places restrictions or limitations upon his continued rendering of professional services as a physician, or
- (c) ceases to be an employee, officer or agent of the Corporation, or
- (d) sells, transfers, hypothecates or pledges, or attempts to sell, transfer, hypothecate or pledge any shares of stock of this Corporation to any person ineligible by law or by virtue of these Articles to be a shareholder in this Corporation, or if such sale, transfer, hypothecation or pledge or attempt to sell, transfer, hypothecate or pledge or attempt to

sell, transfer, hypothecate, or pledge is made in a manner prohibited by law, or in a manner inconsistent with the provisions of these Articles, of the By-Laws of this Corporation, or

(e) suffers an execution to be levied upon his stock, or such stock is subject to judicial sale or other process, the effect of which is to vest any legal or equitable interest in such stock in some person other than the stockholder;

Then and in any such event, or upon the occurrence of any other event hereafter provided by Amendment of the Certificate of Incorporation or the By-Laws of the Corporation, the stock of such stockholder shall immediately stand forfeited and such stock shall be immediately cancelled by this Corporation and the stockholder or other person in possession of such stock shall be entitled only to receive payment for the value of such stock, which said value shall be the book value thereof as of the last day of the month preceding the month in which any of the above enumerated events occurs. The stockholder whose stock so becomes forfeited and is cancelled by the Corporation shall forthwith cease to be an employee, officer, director or agent of the Corporation, and except to receive payment for his stock in accordance with the foregoing, and the payment of any other sums then lawfully due and owing to said stockholder by the Corporation, such stockholder shall then and thereafter have no further financial interest of any kind in this Corporation.

ARTICLE XII - REDEMPTION OF STOCK UPON DEATH OF STOCKHOLDER

Upon the death of a stockholder, his stock shall be subject to purchase by the Corporation or by the other stockholders at such price and upon such terms and conditions and in such manner as may be provided for in the By-Laws of this Corporation, in a manner consistent with law and these Articles.

ARTICLE XIII - ALIENATION OF STOCK AND RESTRICTIONS THEREON

No stockholder of this Corporation may sell or transfer any of such stockholder's shares of stock in this Corporation except to another individual who is then duly authorized and licensed to practice medicine in the State of Florida and then only after the proposed sale or transfer shall have been first approved, at a stockholders' meeting specially called for such purpose, by such proportion, not less than a majority, of the outstanding stock, excluding the shares of stock proposed to be sold or transferred, as may be provided from time to time in the By-Laws. In such stockholders' meeting, the shares of stock proposed to be sold or transferred may not be voted or counted for any purpose.

The Corporation's shareholders are specifically authorized from time to time to adopt By-Laws restraining the alienation of shares of stock of this Corporation and providing for the purchase or redemption by the Corporation of its shares of stock.

ARTICLE XIV - ADDITIONAL CORPORATE POWERS

In furtherance and not in limitation of the general powers conferred by the laws of the State of Florida, the following specific provisions are made for the regulation of the business and the conduct of the affairs of the Corporation:

with such person, firm association or Corporation; and each and every person who may become director of the corporation is hereby relieved from any liability (that might otherwise exist) from contracting with the Corporation for the benefit of himself or any firm, association or Corporation in which he may in any way be interested. The directors, when so interested, shall be counted as present at the Board of Directors' meetings. They may vote in such meetings as fully and with the same effect as if not so interested.

(d) The Corporation shall have such officers as may from time to time be provided in the By-Laws and such officers shall be designated in such manner and shall hold their offices for such terms and shall have such powers and duties as may be prescribed by the By-Laws or as may be determined from time to time by the Board of Directors subject to the By-Laws.

(e) The Board of Directors shall have the power of fixing the compensation, by way of salaries and/or bonuses, and/or pensions, of the employees, the agents, the officers, and directors, all or each of them, in such sum and form and amount as may seem reasonable in and by their discretion.

(f) The By-Laws of the Corporation may provide for the indemnification of the officers and directors of the Corporation for their actions and omissions up to the maximum extent permitted by law.

(g) The stockholders shall have no pre-emptive rights with respect to the stock of the Corporation, and the Corporation may issue and sell

(a) Subject to such restrictions, if any, as are herein expressed and such further restrictions, if any, as may be set forth in the By-Laws, the Board of Directors shall have the general management and control of the business and may exercise all of the powers of the corporation, except such as may be by statute, or by the Articles of Incorporation or amendment thereof, or by the By-Laws as constituted from time to time, expressly conferred upon or reserved to the stockholders.

(b) Subject always to such By-Laws as may be adopted from time to time by the stockholders, the Board of Directors is expressly authorized to adopt, alter, and amend the By-Laws of the corporation, but any By-Law adopted, altered, or amended by the Directors may be altered, amended or repealed by the stockholders.

(c) No contract, act, or other transaction between the Corporation and any other firm, association or corporation shall be affected or invalidated by the fact that any one or more of the directors of this Corporation is or are interested in or is a member, director, or officer, or are members, directors, or officers of such other firm or Corporation; and any director or directors individually or jointly may be a party or parties to or may be interested in any contract, act, or transaction of the Corporation or in which the Corporation is interested; and no contract, act, or transaction of the Corporation with any person, firm, association or Corporation shall be affected or invalidated by the fact that any director or directors of the Corporation is a party or are parties to or interested in such contract, act, or transaction or in any way connected

its common stock from time to time without offering such shares to the stockholders, then holding shares of common stock.

ARTICLE XV - RESERVATION OF RIGHT TO AMEND, ALTER, CHANGE, OR REPEAL ARTICLES OF INCORPORATION.

This Corporation reserves the right to amend, alter, change, or repeal any provision contained herein in the manner now or hereafter prescribed by law, and all rights conferred on stockholders herein are granted subject to this reservation.

ARTICLE XVI - SUBSCRIBERS

The name and street address of each person signing the Articles of Incorporation as a subscriber, each of whom is an osteopathic physician, duly licensed and otherwise legally authorized to render services as such under the laws of the State of Florida, the number of shares of stock each agrees to take, and the value of the consideration therefore are:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>CONSIDERATION</u>
KENNETH MARTIN	1202 TECH BOULEVARD, SUITE 101 TAMPA, FLORIDA 33619	7,500	\$7,500.00

ARTICLE XVII - REGISTERED OFFICE AND REGISTERED AGENT

Pursuant to Chapters 48 and 607, Florida Statutes, KEN MARTIN, D.O., P.A., by its subscribing incorporator, desiring to organize the professional association named herein under the laws of the State of Florida with its principal office, as indicated in these Articles of Incorporation, in the County of Hillsborough, State of Florida, has named its initial Registered Agent:

WILLIAM M. HOLLAND, JR.
4815 EAST BUSCH BOULEVARD, SUITE 101
TAMPA FLORIDA 33617-6050

and designates its initial Registered Office as the same address as its Registered Agent.

IN WITNESS WHEREOF, I, the undersigned subscribing incorporator, have hereunto set my hand and seal this 15th day of September, 2001, for the purpose of forming this Corporation under the laws of the State of Florida, and I hereby make, subscribe, acknowledge and file in the Office of the Secretary of the State of Florida, these Articles of Incorporation.

Kenneth Martin

KENNETH MARTIN

Subscribing Incorporator

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME the undersigned authority, personally appeared this day, KENNETH MARTIN, who acknowledged the execution and signing of the foregoing instrument; and who produced Id. License # M635-500-54-133-0 as identification or is personally known to me.

WITNESS my hand and seal in the County and State named above this 15th day of September, 2001.

 William M. Holland, Jr.
MY COMMISSION # CC845385 EXPIRES June 25, 2003
BONDED THROUGH TROY FAIN INSURANCE, INC.

My Commission Expires

Kenneth Martin

KENNETH MARTIN

William M. Holland, Jr.

Notary Public, State of Florida at Large

ACKNOWLEDGEMENT OF ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent for the above-stated corporation, at the Registered Office in this certificate, I hereby accept the office of Registered Agent for the corporation, KEN MARTIN, D.O., P.A.

William M. Holland, Jr.

William M. Holland, Jr.
4815 E. Busch Blvd., Ste 101
Tampa, FL 33617-6050
(813) 988-9894
Registered Agent