

PO2 0000 11196

REEGLER & TORNESE, P.A.

ATTORNEYS AT LAW
1521 SOUTH TAMiami TRAIL
SUITE 304
SOUTH BRIDGE PARK
VENICE, FLORIDA 34292

PHONE (941) 497-6255
FACSIMILE (941) 497-7806
E-MAIL: reegtorn@gte.net

SARI LYNN REEGLER
CERTIFIED FAMILY MEDIATOR

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 JAN 28 PM 1:34

FILED

LAWRENCE J. TORNESE

January 24, 2002

Corporate Division
Secretary of State
409 East Gaynes Street
Tallahassee, Florida 32399

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-01/28/02--01037--017

*****78.75 *****78.75

Dear Sir or Madam:

Please find enclosed herewith the original and two copies of the Articles of Incorporation for ROBERT SEMO, M.D., P.A. Enclosed is a check in the amount of \$78.75 for the filing fees for said Articles and for a certified copy of same. I am also enclosing an over night mail envelope for returning the certified Articles once filed. Your prompt attention to this matter is appreciated.

Very truly yours,

REEGLER & TORNESE, P.A.

By:

JOY BURROUGHS LEAR, CLAS
Paralegal - Certified Litigation Specialist

9/1/31

**ARTICLES OF INCORPORATION
OF
ROBERT SEMO, M.D., P.A.**

The undersigned subscriber of these Articles of Incorporation, a natural person competent to contract and is legally authorized and licensed to practice as a physician in the State of Florida, hereby proceeds to form a professional corporation in accordance with the Florida Professional Service Corporation Act, and hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of this corporation is ROBERT SEMO, M.D., P.A.

ARTICLE II - DURATION

This Corporation shall commence its existence immediately upon the filing of the Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved in accordance with the laws of the State of Florida.

ARTICLE III - PURPOSE AND NATURE OF BUSINESS

The purpose of the Corporation and the nature of its business are as follows:

1. To engage in the practice of medicine as a professional service corporation and to provide services incident thereto.
2. To own property, enter into contracts and carry on any activity necessary or incidental to the accomplishment of furtherance of the purpose of this Corporation.
3. The services of this Corporation which consist of the practice of medicine shall be carried out only through officers, employees and agents who are in good standing and licensed in Florida to render such services.
4. To do everything necessary, proper or convenient for the accomplishment of any of the purposes herein set forth, and to do every other act incidental thereto which is not forbidden by the laws of the State of Florida or by the provisions of these Articles of Incorporation.

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ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is 1,000 shares having a par value of \$1.00 per share. Such shares shall be of a single class of common stock. None of the shares of the Corporation may be issued to anyone other than an individual who is duly licensed to practice optometry in the State of Florida.

ARTICLE V - DIRECTORS

The Corporation shall be managed by a Board of Directors of at least one (1) Director. No person shall serve as a Director of the Corporation unless the person is duly licensed to practice medicine in the state of Florida. The Directors shall be elected by the shareholders of the Corporation. The name and street address of each person who is to serve as a member of the initial Board of Directors is: ROBERT SEMO, M.D. 232 Milan Avenue West, Venice, FL 34285.

ARTICLE VI - SUBSCRIBERS

The name and address of the subscribers, who are the incorporators of this corporation, each of whom is duly licensed in the State of Florida to practice optometry, are as follows:

Name: Robert Semo, M.D.

Address: 232 Milan Avenue West, Venice, Florida 34285

ARTICLE VII - RESTRAINT ON ALIENATION

No shareholder may sell or transfer his/her shares in the Corporation except to another individual who is eligible to be a shareholder of the corporation under Florida law.

ARTICLE VIII - DISQUALIFICATION

If any officer, shareholder, agent or employee of the Corporation who has been rendering professional service to the public for the Corporation becomes legally disqualified to render such professional services within Florida or accept employment that places restrictions or limitations upon his/her continued rendering of such professional services, then the Corporation shall require him/her to comply with the Florida Professional Service Corporation Act by severing all employment with the financial interests in the Corporation.

ARTICLE IX - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE X - INITIAL REGISTERED OFFICE AND AGENT

The principal office of this Corporation shall be at 232 Milan Avenue, West, Venice, Florida 34285, with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial Registered Agent of this Corporation shall be Sari Lynn Reegler, 1521 S. Tamiami Trail, Suite 304, Venice, Florida 34292.

IN WITNESS WHEREOF, the undersigned Subscriber has executed these Articles of Incorporation this 24 day of January, 2002.

Robert Semo, M.D.
ROBERT SEMO, M.D.

STATE OF FLORIDA)
 SS
COUNTY OF SARASOTA)

Acknowledged before me on 1-24-02 by Robert Semo, M.D. () who is personally known to me or (u) produced Fla. Driver License as identification, and who did take an oath.

[Signature]
NOTARY PUBLIC-STATE OF FLORIDA

Name: _____
Commission No.: _____
My Commission Expires: _____



**CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE**

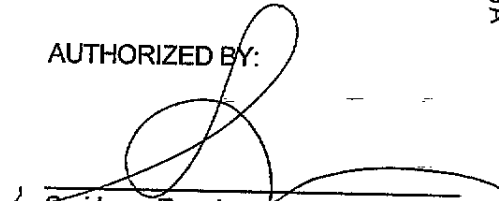
Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered Agent/Registered Office, in the State of Florida.

1. The name of the corporation is ROBERT SEMO, M.D., P.A.
2. The name and address of the Registered Agent and Office is:

Sari Lynn Reegler
Reegler & Tomese, P.A.
1521 S. Tamiami Trail
Suite 304
Venice, Florida 34292

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TALLAHASSEE, FLORIDA

AUTHORIZED BY:


Sari Lynn Reegler

1-24-02
(Date)

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 RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES


Registered Agent

1-24-02
(Date)