

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

PO20000033276

Benedict S. Maniscalco
MD PA

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

RECEIVED
02 MAR 25 AM 11:00
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

2589-2555
W02-8268

Signature _____

Requested by: LW 3/25
Name _____ Date _____ Time _____

Walk-In _____ Will Pick Up _____

- ☒ Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- ☒ Cert. Copy _____
- _____ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

FILED
2002 MAR 26 AM 10:16
SECRETARY OF STATE
TALLAHASSEE FLORIDA

✓
3/27/02



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

FILED

2002 MAR 26 AM 10:16

SECRETARY OF STATE
TALLAHASSEE FLORIDA

March 25, 2002

CAPITAL CONNECTION INC.
417 E. VIRGINIA STREET
SUITE 1
TALLAHASSEE, FL 32301

SUBJECT: BENEDICT S. MANISCALCO, M.D., P.A.
Ref. Number: W02000008268

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

You must list the corporation's principal office and/or a mailing address in the document.

The registered agent and street address must be consistent wherever it appears in your document.

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) 245-6973.

Claretha Golden
Document Specialist
New Filings Section

Letter Number: 202A00017698

Corrected

RECEIVED
02 MAR 26 PM 2:45
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED

ARTICLES OF INCORPORATION
OF
BENEDICT S. MANISCALCO, M.D., P.A.

2002 MAR 26 AM 10:16

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, licensed or otherwise legally authorized to practice medicine by and within the State of Florida, hereby acting as incorporator for the purpose of forming a professional service corporation for profit, by virtue of the provisions of Chapters 621 and 607, Florida Statutes, do hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of this corporation is: **BENEDICT S. MANISCALCO, M.D., P.A.**

ARTICLE II

DURATION

This corporation shall exist perpetually, commencing on the date hereof.

ARTICLE III

PURPOSE

This corporation is organized for the following purposes:

1. To engage in every aspect of the practice of medicine and all of its fields of specialization as are engaged in by the shareholders of this corporation.
2. To render the professional service through its officers, agents and employees who are medical professionals in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the professional service of this corporation.
3. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.
4. To own real and personal property necessary for the rendering of professional services hereby authorized.
5. To engage in no other business other than rendering of the professional services herein specified.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue 100,000 shares of \$1.00 par value common stock. Shares of the corporation's stock and certificates therefor shall be issued only to professionals in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the principal office of this corporation is 6800 North Dale Mabry, Suite 154, Tampa, Florida 33614, and the name of the initial registered agent of this corporation is Frank J. Greco, Esquire, 1715 N. Westshore Blvd., Suite 750, Tampa, FL 33607.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The names and addresses of the initial director of this corporation is:

Name

Address

Benedict S. Maniscalco, M.D.

6800 North Dale Mabry, Suite 154
Tampa, Florida 33614

ARTICLE VII

INCORPORATORS

The name and address of the person signing these Articles is:

Name

Address

Benedict S. Maniscalco, M.D.

6800 North Dale Mabry, Suite 154
Tampa, Florida 33614

ARTICLE VIII

AMENDMENT

1. The right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, is reserved to the Board of Directors and the Shareholders as specified under the laws of Florida.

2. In the event the ownership of shares of this corporation shall be in any person, trust, corporation, estate or partnership who is not qualified to own such shares under the provisions of Chapter 621, Florida Statutes, and there has been no voluntary transfer of stock, the Board of Directors and Shareholders shall have the power to amend these Articles of Incorporation to effect a change in the nature and purpose of the business authorized by these Articles of Incorporation, so that this corporation shall have the power to conduct any business authorized by Chapter 607, Florida Statutes. If there is a vacancy on the Board of Directors at or after the occurrence of the event referred to in this subparagraph, that vacancy shall be filled by the remaining Board of Directors until this amendment is complete and effective, or until such ownership of shares no longer exists. No stockholder shall be ineligible to vote on any such amendment merely because he or she is an ineligible shareholder under Chapter 621, Florida Statutes; but he or she shall have no other voting right.

ARTICLE IX

SEVERANCE AND TERMINATION OF EMPLOYMENT

If any officer, director, stockholder, agent or employee of this corporation who has been rendering professional medical services to the public becomes legally disqualified to render such professional services within this state, or accepts employment that places restrictions or limitations upon his or her continued rendering of such professional services, then, in any such event, such person's office and/or employment with and/or financial interest in this corporation shall cease forthwith; subject, however, to the provisions of Article VIII dealing with "Amendments." Should any amendment be effected with changes the nature and purpose of this corporation so that the restrictions of Chapter 621, Florida Statutes, do not apply, then the restriction of this Article shall not thereafter apply; provided, however, that until such

amendment is effected, such person shall render no professional services, shall hold no office, shall not serve on the Board of this corporation, and shall have no financial interest in this corporation, except to receive payment for any stock owned and any other amounts that are lawfully due and owing by the corporation.

ARTICLE X
RIGHTS OF STOCKHOLDER WHOSE
INTEREST TERMINATES UNDER ARTICLE IX

If any stockholder of this corporation be required to terminate his or her financial interest in this corporation because of the application of Article IX, or the application of Chapter 621, Florida Statutes, and should these articles not be amended as provided in Article VIII, the financial interest of such shareholders shall terminate immediately and automatically, except to receive payment for such stock in this corporation as may be owned by him or her and any other amounts that are lawfully due and owing to him or her by the corporation; and such shares of stock shall not be entitled to dividends or stock rights of any kind. Such stock shall be forthwith transferred, sold, purchased, pledged or redeemed at such price or value and under such terms as shall be authorized as set forth in the By-Laws or in a Shareholders' Agreement, if any, and if not, by mutual agreement, or if no such agreement can be reached, by arbitration.

ARTICLE XI
INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XII
BY-LAWS

The initial By-Laws shall be adopted by the Board of Directors. The power to alter, amend or repeal the By-Laws or adopt new By-Laws is vested in the Board of Directors.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this day of 16th of March, 2002.

Benedict S. Maniscalco

Benedict S. Maniscalco, MD

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 15th day of MARCH, 2002, by **Benedict S. Maniscalco, MD**, who is personally known to me or who has produced as identification.

Notary Public
My Commission Expires:

Anthony F. Maniscalco
Anthony F Maniscalco
My Commission DD039403
Expires July 04, 2005



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

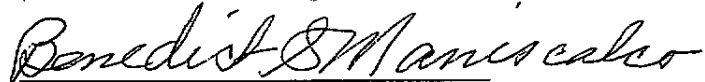
FILED

2002 MAR 26 AM 10:16
SECRETARY OF STATE
TALLAHASSEE FLORIDA

In compliance with Sections 48.091 and 607.0501 Florida Statutes, the following is submitted:

First--that **BENEDICT S. MANISCALCO, M.D., P.A.**, desiring to organize under the laws of the State of Florida, with its principal office at 6800 North Dale Mabry, Suite 154, Tampa, Florida 33614, has named, has named Frank J. Greco, Esquire, 1715 N. Westshore Blvd., #750, Tampa, FL 33607 as its agent to accept service of process within this state.

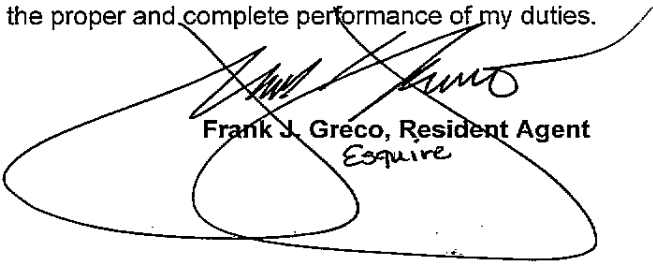
DATED: MARCH 15, 2002.



Benedict S. Maniscalco, MD., Incorporator

ACKNOWLEDGMENT

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



**Frank J. Greco, Resident Agent
Esquire**