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COR AMND/RESTATE/CORRECT OR O/D RESIGN
BENEDICT S. MANISCALCO, M.D., P.A.

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: BENEDICT S. MANISCALCO, M.D., P.A.

DOCUMENT NUMBER: P02000033276

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

JOSEPH RUGG

Name of Contact Person

ALLEN DELL, P.A.

Firm/ Company

202 SOUTH ROME AVENUE, SUITE 100

Address

TAMPA, FLORIDA 33606

City/ State and Zip Code

JRUGG@ALLENDELL.COM

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

JOSEPH RUGG

Name of Contact Person

at (813) 769-3941

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

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Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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From:

11/30/2016 14:11

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FILED
2016 NOV 30 AM 11:25
#7290003/005
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
BENEDICT S. MANISCALCO, M.D., P.A.
Document No. P02000033276**

Pursuant to the provisions of Section 621.05 and 607.1007, Florida Statutes, the undersigned hereby adopts the following Amended and Restated Articles of Incorporation:

1. The name of the corporation is **BENEDICT S. MANISCALCO, M.D., P.A.** (this "Corporation"). The date of filing the original Articles of Incorporation with the Secretary of State was March 26, 2002.
2. The Amended and Restated Articles of Incorporation were adopted and approved by the Board of Directors and sole Shareholder of this Corporation effective November 23, 2016.
3. The Articles of Incorporation are hereby amended and restated in their entirety as follows:

**ARTICLE I
NAME**

The name of this Corporation shall be: **TAMPA HEART & VASCULAR ASSOCIATES, P.A.**

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The address of the principal office of this Corporation shall be **2727 WEST MARTIN LUTHER KING JR. BOULEVARD, SUITE 800, TAMPA, FLORIDA 33607**, and the mailing address of this Corporation shall be **4160 NORTH ARMENIA AVENUE, SUITE A, TAMPA, FLORIDA 33607**.

**ARTICLE III
PURPOSES AND DURATION**

The general purpose for which this corporation is organized is to provide health care services through the transaction of any and all lawful business for which corporations may be incorporated under the Business Corporation Act of the State of Florida, and any amendments thereto, and, specifically, the practice of medicine as a professional association under Chapter 621, Florida Statutes. In connection therewith, this Corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act. This Corporation shall render the professional health care services only through its agents, officers, directors, employees, contractors, and representatives who are duly licensed or otherwise legally authorized in the State of Florida to practice medicine or provide the medical services requested. The term "agents," "officers," "employees," "contractors," and "representatives" shall not include clerks, secretaries, bookkeepers, technicians, and other assistants who are not usually and ordinarily considered by custom and practice to be rendering professional services to the public for which a license or other legal authorization is required. This corporation shall have perpetual existence.

**ARTICLE IV
CAPITAL STOCK**

This Corporation is authorized to issue 100,000 shares of One Dollar (\$1.00) par value common stock. No shareholders shall have any preemptive rights in future stock sales by this Corporation.

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ARTICLE V
REGISTERED OFFICE AND REGISTERED AGENT

The registered agent and registered office of this Corporation shall be the following: **JOSEPH RUGG, ALLEN DELL, P.A., 202 S. ROME AVE., SUITE 100, TAMPA, FLORIDA 33606**. This Corporation shall have the right to change such registered agent and such registered office from time to time, as provided by law.

ARTICLE VII
BOARD OF DIRECTORS; OFFICERS

The Board of Directors of this Corporation shall consist of a number of directors to be fixed from time to time by the shareholders, but never less than one (1). The business and affairs of this Corporation shall be managed by the Board of Directors, which may exercise all such powers of this Corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the shareholders. The initial number of Directors shall be fixed at one (1), and the following are the name and mailing address of the sole member of the Board of Directors of this Corporation:

Name of Director

Mailing Address

ORLANDO S. RANGEL, M.D.

**4160 NORTH ARMENIA AVENUE, SUITE A
TAMPA, FLORIDA 33607**

The following individuals shall be the officers of this Corporation: Orlando S. Rangel, M.D. – President, Secretary, and Treasurer; and such other persons listed in this Corporation's annual report as officers from time to time.

Each of the individuals serving as a director or as an officer shall hold his respective office until the earlier of his death, resignation, or removal from such office, or the appointment and qualification of his successor.

ARTICLE VIII
EFFECTIVE DATE

The effective date of these Amended and Restated Articles of Incorporation shall be the date of their filing.

ARTICLE IX
BYLAWS

The power to adopt the bylaws of this Corporation, to alter, amend or repeal the bylaws, or to adopt new bylaws, shall be vested in the Board of Directors of this Corporation.

IN WITNESS WHEREOF, the undersigned officer has executed these Amended and Restated Articles of Incorporation for the uses and purposes therein stated.

DATED this 23rd day of November, 2016.

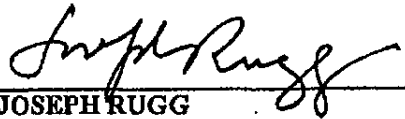

**ORLANDO S. RANGEL, M.D., President and
Sole Director and Sole Shareholder**

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ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, having been named as registered agent to accept service of process for the above-named corporation at the registered office so designated, hereby agrees and consents to act in that capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties and is familiar with and accepts the obligations of the position as registered agent.

DATED this 23rd day of November, 2016.



JOSEPH RUGG

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