

Division of Corporations

# P02000054036

Florida Department of State  
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**FLORIDA PROFIT CORPORATION OR P.A.****THOMAS NOONE, M.D., P.A.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

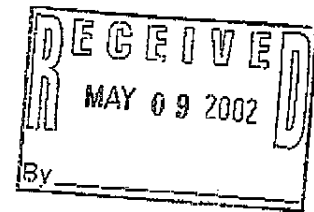
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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State



May 9, 2002

FARR, FARR, EMERICH

SUBJECT: THOMAS NOONE, M.D., P.A.  
REF: W02000013441

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The specific nature of business of the professional association must be stated in the document.

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Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

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ARTICLES OF INCORPORATION

OF

THOMAS NOONE, M.D., P.A.  
a Florida professional service corporation

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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The undersigned subscribers to these Articles of Incorporation, being duly licensed to practice the profession of medicine under the laws of the State of Florida, adopt these articles to form a corporation under the Professional Service Corporation Act, F.S. Chapter 621, and other laws of the State of Florida.

ARTICLE I NAME

The name of this professional service corporation is THOMAS NOONE, M.D., P.A.

ARTICLE II TERM OF EXISTENCE

This professional service corporation shall have perpetual existence commencing on the date these Articles of Incorporation are filed with the Florida Department of State.

ARTICLE III PURPOSE

This professional service corporation is organized to engage in every phase and aspect of the practice of medicine. In addition, the professional service corporation may invest the funds of the professional service corporation in real estate, mortgages, stocks, bonds or any other type of investment, and own real and personal property necessary for the rendering of professional services.

ARTICLE IV CAPITAL STOCK

This professional service corporation is authorized to issue ONE THOUSAND shares of ONE DOLLAR par value common stock, all of which shall be fully paid and non-assessable.

ARTICLE V REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this professional service corporation is 99 Nesbit Street, Punta Gorda, Florida 33950, and the name of the initial Registered Agent of this professional service corporation at that address is JACK O. HACKETT II.

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ARTICLE VI. BOARD OF DIRECTORS AND OFFICERS

The business of this professional service corporation shall be conducted by a board of directors which shall consist of one or more members, the exact number of said board of directors to be fixed from time to time by the bylaws of this professional service corporation. The name and post office addresses of the initial board of directors, the president, vice-president, secretary and treasurer who shall hold office for the first year of the existence of the professional service corporation or until their successors are elected or appointed and have qualified, are as follows:

DIRECTORS  
Thomas Noone, M.D.

ADDRESS  
100 Madrid Boulevard, #513  
Punta Gorda, FL 33950

OFFICERS  
Thomas Noone, M.D.

TITLE  
President,  
Secretary and  
Treasurer

ADDRESS  
100 Madrid Boulevard, #513  
Punta Gorda, FL 33950

ARTICLE VII. SUBSCRIBERS

The names and addresses of the incorporators are as follows:

INCORPORATORS  
Thomas Noone, M.D.

ADDRESS  
100 Madrid Boulevard, #513  
Punta Gorda, FL 33950

ARTICLE VIII. SUBSCRIBERS

The name and address of each subscriber to the shares of stock of the professional service corporation and a statement of the number of shares of stock which each agrees to take are as follows:

NAME  
Thomas Noone, M.D.

NO. OF SHARES  
1,000

ADDRESS  
100 Madrid Boulevard, #513  
Punta Gorda, FL 33950

ARTICLE IX. RESTRAINT ON ALIENATION OF SHARES

The shareholders of the professional service corporation shall have the power to include in the bylaws, adopted by a majority of the shareholders of the professional service corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer or other disposition of any of the outstanding stock of the professional service corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions and details, of the disposition shall be determined by the shareholders of the professional service corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the

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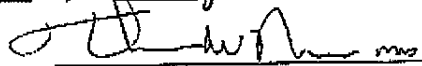
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provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of the professional service corporation may sell or transfer his stock in the professional service corporation except to another individual who is eligible to be a shareholder of the professional service corporation, and the sale or transfer may be made only after it has been approved at a shareholder meeting especially called for that purpose. If any shareholder becomes legally disqualified to practice medicine in the State of Florida or is elected to a public office or accepts employment that places restrictions or limitations on his continuous rendering of such professional services, that shareholder's shares of stock shall immediately become subject to purchase by the professional service corporation in accordance with the bylaws adopted by the shareholders.

#### ARTICLE X. AMENDMENT

The professional service corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

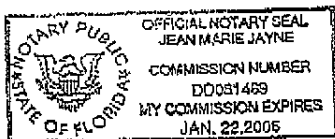
IN WITNESS WHEREOF, we, the undersigned, have made, subscribed and acknowledged these Articles of Incorporation, this 15 day of May, 2002.

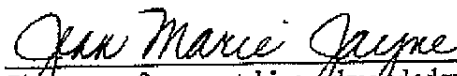


Thomas Noone, M.D.  
Incorporator

STATE OF FLORIDA  
COUNTY OF CHARLOTTE

The foregoing instrument was acknowledged before me this 15 day of May, 2002 by THOMAS NOONE, M.D., who is personally known to me or who has produced N/A as identification.



  
Signature of person taking acknowledgment  
JEAN MARIE JAYNE  
Name typed, printed or stamped

Commission Expiration

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

Pursuant to Florida Statutes, Section 48.091 (1987), the following is submitted, compliance therewith:

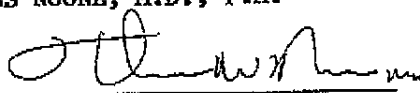
First: That, THOMAS NOONE, M.D., P.A., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at City of Punta Gorda, County of Charlotte, State of Florida, has named:

**JACK O. HACKETT II**

located at 99 Nesbit Street, Punta Gorda, County of Charlotte, State of Florida, as its agent to accept service of process within this state.

THOMAS NOONE, M.D., P.A.

By:

  
Thomas Noone, M.D.  
President

**ACCEPTANCE**

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 provision of said law relative to keeping open said office.

  
JACK O. HACKETT II  
Registered Agent

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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