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LAW OFFICES OF  
**BARRY R. HILLMYER, P.A.**  
ATTORNEY & COUNSELLOR AT LAW

2400 FIRST STREET  
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May 17, 2002

Corporate Records Bureau  
Corporations Division  
Department Of State  
Post Office Box 6327  
Tallahassee, Florida 32314

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-05/20/02--01053--001  
\*\*\*\*122.50 \*\*\*\*\*78.75

**RE: ALBERT R. PESCIPELLI, M.D., INC.**

Gentlemen:

With reference to the above corporation, enclosed please find the following:

1. Original and one copy of Articles Of Incorporation.
2. Our check in the amount of \$122.50, to cover the following:

Filing Fee:	\$ 35.00
Registered Agent:	\$ 35.00
Certified Copy:	\$ 52.50

**TOTAL AMOUNT: \$122.50**

Please file these Articles Of Incorporation and forward the certified copy to the undersigned.

Very truly yours,

  
Barry R. Hillmyer

BRH/lac  
Encs.  
pescitelli\corporation\dept state.ltr

FILED  
02 MAY 20 AM 8:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

5/21/02 5

FILED

02 MAY 20 AM 8:05

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF

**ALBERT R. PESCIPELLI, M.D., INC.**

ARTICLE I - Name

The name of this corporation is ALBERT R. PESCIPELLI, M.D., INC.

ARTICLE II - Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE III - Capital Stock

This corporation is authorized to issue 100 shares of One Dollar (\$1.00) par value common stock.

ARTICLE IV - Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V - Initial Registered Office and Agent

The street address of the initial registered office, the principal office, and the mailing address of this corporation is 3722 Central Avenue, Suite 1, Fort Myers, FL 33901 and the name of the initial registered agent of this corporation at that address is Albert R. Pescitelli, M.D.

ARTICLE VI - Initial Board Of Directors

This corporation shall have one 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.

The names and address of the initial director of this corporation who shall hold office, unless otherwise provided in the duly adopted by-laws of this corporation, for the first year of existence of the corporation or until his successor is elected and qualified, is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Albert R. Pescitelli, M.D.	3722 Central Avenue, Suite 1 Fort Myers, FL 33901

#### ARTICLE VII - Initial Officers

The name and post office address of the President, and Secretary/Treasurer who shall hold office for the first year of existence of the corporation, or until her successors are elected pursuant to the corporate by-laws, is as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
Albert R. Pescitelli, M.D.	3722 Central Avenue, Suite 1 Fort Myers, FL 33901	President
Albert R. Pescitelli, M.D.	3722 Central Avenue, Suite 1 Fort Myers, FL 33901	Sec/Treas.

#### ARTICLE VIII - Incorporator

The name and address of the person signing these Articles as subscribers to the corporation, together with the number of shares she agrees to take, is as follows:

<u>NAME</u>	<u>NO. OF SHARES</u>
Albert R. Pescitelli, M.D.	100

#### ARTICLE IX - By-Laws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

#### ARTICLE X - Meeting by Conference Telephone

Members of the Board Of Directors may participate in special meetings of the Board Of Directors by means of conference telephone as provided by law, but regular meetings of the Board Of Directors must be attended in fact in person by each member.

#### 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 - Compensation

The directors and all other officers of this corporation shall serve without compensation, unless expressly otherwise provided by unanimous vote of the Board Of Directors.

ARTICLE XIII - Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles Of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles Of Incorporation this 10 day of <sup>may</sup> April, 2002.

Albert R. Pescitelli  
Albert R. Pescitelli, M.D.

STATE OF FLORIDA  
COUNTY OF LEE

BEFORE ME, a Notary Public authorized to take acknowledgments, personally appeared Albert R. Pescitelli, M.D., who is personally known to undersigned and who executed the foregoing Articles Of Incorporation, and he acknowledged before me that she executed said Articles Of Incorporation.

SWORN TO AND SUBSCRIBED before me this 10 day of <sup>may</sup> April, 2002.

My Commission Expires:

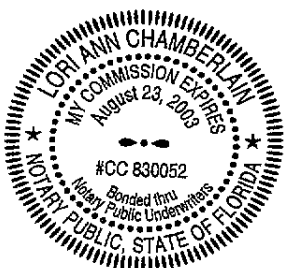
August 23, 2003

Lori Ann Chamberlain  
Notary Public

Lori Ann Chamberlain  
Notary Public - Printed

Commission No.: 830052

(SEAL)



ACKNOWLEDGMENT OF REGISTERED AND RESIDENT AGENT

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 agree to comply with the provisions of said act relative to keeping open said office.



Albert R. Pescitelli, M.D.  
Registered Agent

FILED  
02 MAY 20 AM 8:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA