

TRANSMITTAL LETTER

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 JUN 10 PM 2:40

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

100005727591--8
-06/10/02--01015--002
*****78.75 *****78.75

SUBJECT: Conti Group Holdings of Florida, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00 Filing Fee
☒ \$78.75 Filing Fee & Certificate of Status

☐ \$78.75 Filing Fee & Certified Copy
☐ \$87.50 Filing Fee, Certified Copy & Certificate of Status
ADDITIONAL COPY REQUIRED

FROM: Joseph C. Bishara, Esq.
Name (Printed or typed)

100 Federal Plaza East, Suite 600
Address

Youngstown, OH 44503
City, State & Zip

(330) 744-5211
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

jlsc
6-10 (5)

ARTICLES OF INCORPORATION
OF
CONTI GROUP HOLDINGS OF FLORIDA, INC.

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ARTICLE I
NAME

The name of the corporation shall be: **Conti Group Holdings of Florida, Inc.**

ARTICLE II
PRINCIPAL OFFICE

The principal place of business/mailing address is:

2760 South Ocean Boulevard
Unit 406
Palm Beach, Florida 33480

ARTICLE III
PURPOSE

The purposes for which the corporation is organized are:

- (a) To engage in the business of management of medical services businesses and properties; and to engage in any other lawful act or activity for which corporations may be formed under Florida law;
- (b) To draw, accept, endorse, acquire, sell or deal in negotiable or transferable instruments or securities;
- (c) To sue and be sued, contract and be contracted with, in its corporate name;
- (d) To purchase, acquire, guarantee, hold, and dispose of the shares, bonds and other evidences of indebtedness or contracts of any corporation, domestic or foreign;
- (e) To acquire the goodwill, rights and property, and to undertake the whole or any part of the assets or liabilities of any persons, firms, association or corporation; to pay for the same in cash, the stock of this company, bonds or otherwise; to hold or in any manner to dispose of the whole or any part of the property so purchased; to conduct in any lawful manner the whole or any part of any business so acquired; and to exercise all of the powers necessary or convenient in and about the conduct and management of said business;

- (f) To carry on any or all of its operations and business, and to promote its objects within the State of Florida, or elsewhere, without restriction as to place or amount;
- (g) To do any or all of the things herein set forth to the same extent as natural persons might or could do, and in any part of the world, as principal, agents, contractors, trustees, or otherwise, alone or in company with others;
- (h) To engage in business as a general or limited partner or joint venturer with individuals, partnerships or other corporations or business entities, and to do all other things necessary or proper to carry out or further any of the purposes for which the corporation is formed;
- (i) To purchase, hold, sell and transfer the shares of its own capital stock, provided it does not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital except as otherwise permitted by law, and provided further, that shares of its own capital stock belonging to it are not voted upon directly or indirectly;
- (j) The foregoing clauses shall be construed both as purposes and powers, and it is expressly provided that the foregoing enumeration of specific purposes and powers shall not be held to limit or restrict the purposes or powers of said corporation in any manner. Each purpose specified in any paragraph of this Article III shall be deemed to be independent of all other purposes herein specified and shall not be limited or restricted by reference to or inference from the terms of any other paragraph hereof or the terms of any other article of these Articles of Incorporation.

ARTICLE IV **SHARES**

The number of shares of stock is 750.

ARTICLE V **REGISTERED AGENT**

The name and Florida street address of the registered agent are:

James M. Conti
2760 South Ocean Boulevard
Unit 406
Palm Beach, Florida 33480

ARTICLE VI **INCORPORATOR**

The name and address of the Incorporator are:

James M. Conti
2760 South Ocean Boulevard
Unit 406
Palm Beach, Florida 33480

ARTICLE VII **PRE-EMPTIVE RIGHTS**

No holder of shares of the corporation shall have any pre-emptive rights to subscribe for or to purchase any shares of the corporation of any class, whether such shares or such class be now or hereafter authorized.

ARTICLE VIII **REPURCHASE OF STOCK**

The corporation, through its Board of Directors, shall have the right and power to repurchase any of its outstanding shares at such price and upon such terms as may be agreed upon between the corporation and the selling shareholder or shareholders.

ARTICLE IX **INTERDEALING**

No officer, director or shareholder of the corporation shall be disqualified by his office, membership or stock ownership from dealing or contracting with the corporation, whether as vendor, purchaser, employee, agent or in any other similar or dissimilar capacity, nor shall any transaction, contract or act of the corporation be either void or voidable or in any other way affected or invalidated by reason of the fact that any such officer, director or shareholder of the corporation, any firm of which he may be a member, or any other corporation of which he may be an officer, director or shareholder is in any way interested in such transaction, contract or act, provided the interest of such officer, director or shareholder is disclosed to or known by the

Board of Directors of the corporation or such members thereof as shall be present at any meeting at which action is taken upon any such transaction, contract or act. No such officer, director or shareholder shall be accountable or otherwise responsible to the corporation for or in connection with any such act, contract or transaction or for any gains or profits realized by him by reason of the fact that he, any firm of which he is a member or any other corporation of which he is an officer, director or shareholder, is interested in any such transaction, contract or act. Any such officer, director or shareholder, if he is a director, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize or take action upon any such transaction, contract or act, and he may vote at any such meeting to authorize, adopt, ratify or approve any such transaction, contract or act to the same extent as if he, any firm of which he is a member or any other corporation of which he is an officer, director or shareholder, were not interested in such transaction, contract or act.

Having been named as registered agent to accept service of process for the above-stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



James M. Conti
Registered Agent



James M. Conti
Incorporator

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6-4-02

Date

6-4-02

Date

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