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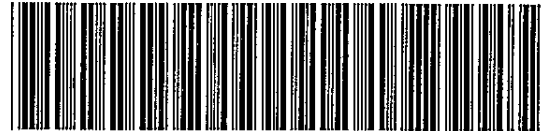
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# JANA ANDREWS & ASSOCIATES

A PROFESSIONAL ASSOCIATION  
ATTORNEY AT LAW

2807 W. BUSCH BOULEVARD  
SUITE 202  
TAMPA, FLORIDA 33618

(813) 932-8499

FAX (813) 932-8703

February 26, 2003

Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

**Re: Incorporation of SUSAN MARTINIERI, P.A.**

Dear Sir or Madam:

Please find enclosed the following documents with regard to the above corporation:

1. Two (2) originals of the Articles of Incorporation - one for filing with the State, and the other for certification and return to the address contained on this letterhead.

2. An original and one copy of the Certificate Designating Registered Agent.

3. Check made payable to the Secretary of State in the amount of \$78.75 to cover the following costs:

a. Filing Fee	\$35.00
b. Certified copy	8.75
c. Registered Agent designation	<u>35.00</u>
Total	<u>\$78.75</u>

Thank you for processing the above enclosures. Should you have any questions, please do not hesitate to contact me.

Sincerely,

  
Jana Andrews

JA/vr  
Enclosures  
cc: Susan Martinieri

**ARTICLES OF INCORPORATION  
FOR PROFESSIONAL CORPORATION**

The undersigned natural person, competent and licensed as a nurse practitioner in the State of Florida, acting hereby as Incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of Section 607, Florida General Corporation Act, and Section 621, Florida Professional Service Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

**I  
NAME OF CORPORATION**

The name of this Corporation shall be SUSAN MARTINIERI, P.A., and its address is 7825 N. Dale Mabry, Suite 206, Tampa, Florida 33614.

**II  
PURPOSES**

The general nature and purposes of business to be transacted, promoted and carried on by the Corporation are as follows:

a. To engage in every aspect in the practice as a nurse practitioner and all its fields of specialization, as are engaged in by nurse practitioners in the State of Florida.

b. To engage and render the professional services involved only through its officers, agents and employees who shall be nurse practitioners in good standing and duly licensed otherwise legally authorized within the State of Florida to render the same professional service as this Corporation.

c. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.

d. To engage in no other business other than the rendition of the professional services specified herein.

e. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

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**III.**  
**CAPITAL STOCK**

a. The maximum number of shares of stock that the Corporation is authorized to have outstanding at any time shall be 7,500 shares of common stock at \$1.00 per share par value.

b. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

c. Shares of the Corporation's stock and certificates shall be issued only to nurse practitioners in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this Corporation.

**IV.**  
**DURATION**

The Corporation shall have perpetual existence.

**V.**  
**REGISTERED AGENT**

The address of this Corporation's initial registered office is 7825 N. Dale Mabry, Suite 206, Tampa, Florida 33614, and the name of its initial registered agent at said address is SUSAN MARTINIERI.

**VI.**  
**INCORPORATOR**

The name and address of the Incorporator is SUSAN MARTINIERI, 7825 N. Dale Mabry, Suite 206, Tampa, Florida 33614.

**VII.**  
**BOARD OF DIRECTORS**

The Corporation shall have a Board of Directors consisting of one (1) person. The number of directors may be increased or decreased from time to time by a resolution of the majority of the Shareholders but shall never be less than one. The name and address of the initial Director of this Corporation is:

SUSAN MARTINIERI  
7825 N. Dale Mabry, Suite 206  
Tampa, Florida 33614

**VIII.**  
**INFORMAL DIRECTOR ACTION**

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the Corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

**IX.**  
**INDEMNIFICATION**

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

**X.**  
**DIRECTOR ELECTIONS**

At all elections of directors of the Corporation, each shareholder shall be entitled to as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting) she would be entitled to cast for the election of directors with respect to her shares of stock multiplied by the number of directors to be elected. She may cast all such votes for a single director, or may distribute them among the number to be voted for, or any two or more of them, as she may see fit.

**XI.**  
**CONFLICTS OF INTEREST WAIVER**

No contract or other transaction between the Corporation and any other corporation shall be affected by the fact that any director of the Corporation is interested in, or is a director or officer of, such other corporation, and any director, individually or jointly, may be party to, or may be interested in, any contract or transaction of the Corporation or in which the Corporation is interested; and no contract or other transaction of the Corporation with any person, firm, or corporation shall be affected by the fact that any director of the Corporation is a party in any way connected with such person, firm, or corporation, and every person who may become a director of the Corporation is hereby relieved from any liability that might otherwise exist from contracting with the Corporation for the benefit of herself or any firm, association, or corporation in which she may be in any way interested.

**XII.**  
**SEVERANCE AND TERMINATION OF EMPLOYMENT**

If any officer, director, shareholder, agent or employee of this Corporation becomes legally disqualified to render the professional services for which the Corporation is organized, or accepts employment that places restrictions or limitations on her continued rendering of such professional services, she shall forthwith sever all employment with the Corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the Corporation on account of professional services. The Corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay her all amounts owing and lawfully due to her by the Corporation, except that such shares shall not be entitled to dividends.

**XIII.**  
**INFORMAL SHAREHOLDER ACTION**

Any action of the shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the Corporation as part of the corporate records.

**XIV.**  
**STOCK TRANSFER**

No shareholder of the Corporation may sell or transfer her share therein except to another individual who is eligible to be a shareholder of the corporation, and such sale or transfer may be made only after the same shall have been approved by a one hundred percent (100%) majority of the shareholders of the Corporation. If any shareholder shall become legally disqualified to practice law in the State of Florida, such shareholder's shares of stock shall immediately become subject to purchase by the Corporation in accordance with the Bylaws adopted by the shareholders or such other agreement as the shareholders may enter into with regard to such an event.

**XV.**  
**BYLAW AMENDMENT**

The power to adopt, alter, amend or repeal the Bylaws of the Corporation shall be vested in the Board of Directors and Shareholders provided that such amendment be in compliance with the laws of Florida governing a Professional Service Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in the State of Florida, this 26th day of February, 2003.

  
SUSAN MARTINIERI, Incorporator  
and Sole Director

## CERTIFICATE DESIGNATING REGISTERED AGENT

In pursuance of Chapter 48.091 and Chapter 607.0501, Florida Statutes, the following is submitted in compliance with said Act:

That SUSAN MARTINIERI, 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 7825 N. Dale Mabry, Suite 206, Tampa, Florida 33614, has named SUSAN MARTINIERI, located at 7825 N. Dale Mabry, Suite 206, Tampa, County of Hillsborough, State of Florida 33614 as its agent to accept service of process within this state.

### 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 said Act relative to the proper and complete performance of my duties, and I accept the duties and obligations of Chapter 607.0501, Florida Statutes.

By: 

SUSAN MARTINIERI  
REGISTERED AGENT

Date: February 26, 2003

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