

APR. 17. 2003  
Division of Corporations

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P. 1  
Page 1 of 2

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**FLORIDA PROFIT CORPORATION OR P.A.**  
**BAY PINES CARDIOVASCULAR ASSOCIATES, M.D., P.A.**

Certificate of Status	0
Certified Copy	1
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ARTICLES OF INCORPORATION  
OF  
BAY PINES CARDIOVASCULAR ASSOCIATES, M.D., P.A.

The undersigned, currently licensed to practice medicine within the State of Florida, in their capacity as incorporators of the captioned professional service corporation being formed under the Professional Service Corporations and Limited Liability Companies and Florida Business Corporation Acts, respectively Chapters 621 and 607, Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE I  
CORPORATE NAME AND PRINCIPAL OFFICE

The name of this corporation is BAY PINES CARDIOVASCULAR ASSOCIATES, M.D., P.A., and its principal office and mailing address is 10333 Seminole Boulevard, Suite #8, Largo, FL 33778.

ARTICLE II  
COMMENCEMENT OF CORPORATE EXISTENCE

The corporation's existence shall begin on the date these Articles of Incorporation are filed with the Florida Department of State.

ARTICLE III  
GENERAL NATURE OF BUSINESS

The corporation may engage in the practice of medicine through its duly licensed officers, employees and agents, perform all activities appropriate to the rendition of such services and own property and invest its funds as authorized by applicable Florida law.

ARTICLE IV  
CAPITAL STOCK

The aggregate number of shares of stock authorized to be issued by this corporation shall be One Thousand (1,000) shares of common stock, each with a par value of \$.01. Each share of issued and outstanding common stock shall entitle the holder thereof to fully participate in all shareholder meetings, to cast one vote on each matter with respect to which shareholders have the right to vote, and to share ratably in all dividends and other distributions declared and paid with respect to the common stock, as well as in the net assets of the corporation upon liquidation or dissolution.

ARTICLE V  
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation shall be 220 South Franklin Street, Tampa, Florida 33602, and the initial registered agent of the corporation at such address shall be Jeremy P. Ross.

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ARTICLE VI  
INITIAL BOARD OF DIRECTORS

The corporation shall have four directors initially, whose names and addresses are:

<u>Name</u>	<u>Address</u>
A. Hadi Hakki, M.D.	10333 Seminole Blvd., Suite 8 Largo, FL 33778
Rafael Salas, M. D.	3903 Sand Dollar Place Tampa, FL 33634
Ruben Ungaro, M.D.	3903 Sand Dollar Place Tampa, FL 33634
James Campbell, M.D.	1000 Lakeview Road, #3 Clearwater, FL 33756

The number of directors may be increased or diminished from time to time in accordance with the provisions of the corporation's bylaws, but shall never be less than one.

ARTICLE VII  
INCORPORATORS

The name and address of the corporation's incorporators are:

<u>Name</u>	<u>Address</u>
A. Hadi Hakki, M.D.	10333 Seminole Blvd., Suite 8 Largo, FL 33778
Rafael Salas, M. D.	3903 Sand Dollar Place Tampa, FL 33634
Ruben Ungaro, M.D.	3903 Sand Dollar Place Tampa, FL 33634
James Campbell, M.D.	1000 Lakeview Road, #3 Clearwater, FL 33756

ARTICLE VIII  
BYLAWS

The power to adopt, alter, amend or repeal bylaws of this corporation shall be vested in its shareholders and separately in its board of directors, as prescribed by the bylaws of the corporation. Such bylaws may contain provisions: (a) regulating or restricting the sale, transfer,

exchange or other disposition of any of the outstanding shares of the corporation; (b) restricting the continued holding of any such shares; or (c) requiring the redemption of any such shares on a fair and just basis. Any such provision may be made applicable upon the death or disability of a shareholder, upon his termination of active service to or on behalf of the corporation, or otherwise; provided, that each such provision shall be adopted, altered, amended or repealed by the holders of not less than a two-thirds majority interest in the corporation's outstanding shares.

**ARTICLE IX**  
**SHARE OWNERSHIP**

The board of directors of the corporation shall have the authority to issue and sell shares of the corporation's authorized but unissued capital stock, as it deems appropriate, only to persons licensed to practice medicine within the State of Florida. If ownership of any such shares shall be transferred to a person or entity unqualified to own shares in the corporation under the provisions of the Professional Service Corporations and Limited Liability Companies Act, Chapter 621, Florida Statutes, then, in lieu of treating the transfer as being void and of no legal effect, the directors and shareholders of the corporation shall have the power, at their option, to amend these Articles of Incorporation to effect a change in the nature of business provided in Article III herein so that the corporation shall thereafter be authorized to conduct any business authorized by Chapter 607, Florida Statutes. Any such amendment shall be adopted and approved in accordance with applicable provisions of Florida statutory law, and upon the filing of such amendment by the Florida Department of State the transfer shall be deemed effective.

**ARTICLE X**  
**INDEMNIFICATION**

If in the judgment of a majority of the entire board of directors (excluding from such majority any director under consideration for indemnification), the criteria set forth in §607.0850(1) or (2), Florida Statutes, as then in effect, have been met, the corporation shall indemnify any director, officer, employee or agent thereof, whether current or former, together with his personal representatives, devisees or heirs, in the manner and to the extent contemplated by §607.0850, Florida Statutes, as then in effect, or by any successor law thereto.

IN WITNESS WHEREOF, the undersigned has executed these Articles as of April 17, 2003.

/s/ \_\_\_\_\_  
James Campbell, M.D.

/s/ \_\_\_\_\_  
A. Hadi Hakki, M.D.

/s/ \_\_\_\_\_  
Rafael Salas, M.D.

/s/ \_\_\_\_\_  
Ruben Ungaro, M.D.

**CERTIFICATE DESIGNATING  
REGISTERED AGENT**

Pursuant to the provisions of §§48.091 and 607.0501, Florida Statutes, BAY PINES CARDIOVASCULAR ASSOCIATES, M.D., P.A., desiring to organize under the laws of the State of Florida, hereby designates Jeremy P. Ross, an individual resident of the State of Florida, as its Registered Agent for the purpose of accepting service of process within such State and designates 220 South Franklin Street, Tampa, Florida 33602, the business office of its Registered Agent, as its Registered Office.

/s/ \_\_\_\_\_  
James Campbell, M.D., Incorporator

/s/ \_\_\_\_\_  
A. Hadi Hakkı, M.D., Incorporator

/s/ \_\_\_\_\_  
Rafael Salas, M.D., Incorporator

/s/ \_\_\_\_\_  
Ruben Ungaro, M.D., Incorporator

**ACKNOWLEDGMENT**

I hereby accept my appointment as Registered Agent of the above named corporation, acknowledge that I am familiar with and accept the obligations imposed by Florida law upon that position, and agree to act as such in accordance with the provisions of §§48.091 and 607.0505, Florida Statutes.

/s/ \_\_\_\_\_  
Jeremy P. Ross

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