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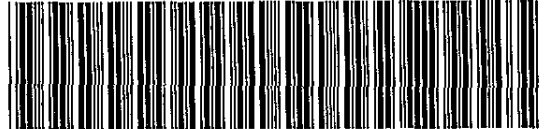
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TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 108030 9585A

AUTHORIZATION : *Patricia Pigut*

COST LIMIT : \$ 78.75

ORDER DATE : May 27, 2003

ORDER TIME : 4:0 PM

ORDER NO. : 108030-005

CUSTOMER NO: 9585A

CUSTOMER: Del G. Potter, Esq
Potter Clement Lowry &
Duncan
308 East Fifth Avenue

Mount Dora, FL 32757

DOMESTIC FILING

NAME: PHYSICIANS OF CENTRAL
FLORIDA, P.A.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea - EXT. 1114

EXAMINER'S INITIALS: _____

**ARTICLES OF INCORPORATION
OF
PHYSICIANS OF CENTRAL FLORIDA, P.A.**

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TALLAHASSEE FLORIDA

ARTICLE I - NAME

The name of this Corporation is Physicians of Central Florida, P.A. and the address is 2627 Legend Ct., Leesburg, Florida 34748.

ARTICLE II - TERM OF EXISTENCE

The existence of this Corporation shall exist perpetually.

ARTICLE III - NATURE OF BUSINESS

This Corporation may engage in every phase and aspect of the business of rendering the same professional services to the public that a duly licensed physician under the laws of the State of Florida is authorized to render, but such professional services shall be rendered only through officers, employees and agents who are duly licensed under the laws of the State of Florida to practice medicine therein.

To invest the funds of this corporation in real estate, mortgages, stocks, bonds or other type of investment, and to own real and personal property necessary for the rendering of professional services.

To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereto, necessary or incidental to the protection and benefit of the corporation, and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or the attainment of the objects or the furtherance of such purposes or objects of this corporation.

To engage in any activity of business permitted under the laws of the United States and of the State of Florida.

The foregoing paragraphs shall be construed as enumerating both objects and purposes of this corporation; and it is hereby expressly provided that the foregoing

enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this corporation otherwise permitted by law.

ARTICLE IV – CAPITAL STOCK

This Corporation shall have the authority to issue TEN THOUSAND (10,000) shares, all of one class, having a ONE DOLLAR (\$1.00) par value.

ARTICLE V – DENIAL OF PREEMPTIVE RIGHTS

No shareholder shall have the preemptive right to purchase any new stock of this Corporation.

ARTICLE VI – DENIAL OF ACCUMULATIVE VOTING

No shareholder shall have the right to accumulate his or her votes at any election for the Board of Directors nor any other matter of this Corporation.

ARTICLE VII – INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Principal Office of this Corporation is 2627 Legend Ct., Leesburg, Florida 34748. The street address of the Registered Agent of this Corporation is at 308 E. Fifth Ave., Mt. Dora, FL 32757, and the name of the Registered Agent and Resident Agent at that address is Archie O. Lowry, Jr.

ARTICLE VIII – BOARD OF DIRECTORS

This Corporation shall have between one (1) and three (3) Directors. The initial Board of Directors shall have one (1) Director. The number of Directors may be either increased or decreased from time to time by the Bylaws but shall never be less than one (1). The name and address of the initial Director of this Corporation is as follows:

Khai Sheng Chang
2627 Legend Ct.
Leesburg, FL 34748

ARTICLE IX – VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding shares. None of the shares of this Corporation may be issued to anyone other than an individual duly licensed to practice medicine in the State of Florida.

FILED

ARTICLE X - INCORPORATOR

03 MAY 27 PM 12:10

The name and address of the person signing these Articles is as follows:

Khai Sheng Chang
2627 Legend Ct.
Leesburg, FL 34748

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE XI - LIMITATIONS ON AMENDMENT

These Articles of Incorporation may be amended only by the vote or written consent of the holder of the seventy-five (75%) of the outstanding shares entitled to vote.

IN WITNESS WHEREOF, the undersigned sets his hand and has acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 23rd day of May, 2003.

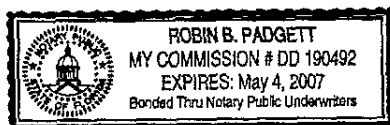
Khai Sheng Chang
KHAI SHENG CHANG

STATE OF FLORIDA
COUNTY OF LAKE

The foregoing instrument was acknowledged before me this 23rd day of May, 2003, by KHAI SHENG CHANG,

() who is personally known to me & did not take an oath.

(☒) who has produced Fla. Drivers License as identification and did take an oath stating he was indeed the person as set forth herein.



Robin B. Padgett
NOTARY PUBLIC
STATE OF FLORIDA
My Commission Expires:

ACCEPTANCE OF REGISTERED AND RESIDENT AGENT

I, Archie O. Lowry, Jr., hereby accepts the position of Registered and Resident Agent for Physicians of Central Florida, P.A.

Archie O. Lowry Jr.
Archie O. Lowry, Jr.

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By Del A. Pate