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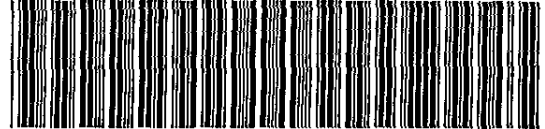
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05/30/03--01055--001 \*\*78.75

EFFECTIVE DATE  
05-27-03

FILED  
03 MAY 30 PM 5:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

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**GATLIN & BIRCH, P.A.**  
ATTORNEYS AT LAW

C. ELMON GATLIN  
DEAN W. BIRCH  
BRETT WADSWORTH

OF COUNSEL:  
DAVID M. GEORGE

DIXON BUILDING  
620 TWIGGS STREET  
TAMPA, FLORIDA 33602

TELEPHONE (813) 229-8561  
FAX (813) 229-0422

May 27, 2003

Department of State  
Division of Corporations  
Old Jail  
409 E. Gaines St.  
Tallahassee, FL 32301

**VIA FEDERAL EXPRESS**  
**AIRBILL NO.: 8383 5312 1053**

Re: Articles of Incorporation of  
Behrouz Madani, M.D., P.A.

**EFFECTIVE DATE**  
05-27-03

Dear Sir or Madam:

Enclosed are the Articles of Incorporation of Behrouz Madani, M.D., P.A., along with a check in the amount of \$78.75. The check is to cover the following costs:

-Filing fee	\$35.00
-Certificate of registered agent	\$35.00
-Certified copy of Articles	\$ 8.75

Please process the enclosed articles as soon as possible. Please note that the articles are to be effective upon the date of execution. If you have any questions, please feel free to contact our office.

Sincerely yours,

GATLIN & BIRCH, P.A.



DEAN W. BIRCH, ESQUIRE

DWB/pkc

Enclosures

## ARTICLES OF INCORPORATION

OF

**BEHROUZ MADANI, M.D., P.A.**

The undersigned, for the purpose of forming a professional corporation under the Professional Service Corporation and Limited Liability Company Act, Chapter 621, Florida Statutes, do hereby adopt the following Articles of Incorporation:

### ARTICLE 1 - NAME

The name of the corporation is BEHROUZ MADANI, M.D., P.A.

### ARTICLE 2 - CORPORATE COMMENCEMENT AND DURATION

The corporation shall have perpetual existence commencing on the date of execution of these Articles of Incorporation by the incorporator.

### ARTICLE 3 - PURPOSE

This professional service corporation is formed to engage in every phase and aspect of the practice of medicine. In addition, this corporation may invest the funds of the professional service corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and own real and personal property necessary for the rendering of professional services.

### ARTICLE 4 - CAPITAL STOCK

This corporation is authorized to issue 1000 shares of \$1.00 par value common stock. None of the shares of this professional service corporation may be issued to anyone other than a professional corporation, a professional limited liability company, or an individual who is duly licensed or otherwise legally authorized in the State of Florida to render the same specific professional services as those for which this corporation was incorporated.

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#### **ARTICLE 5 - REGISTERED OFFICE AND AGENT**

That the name of the corporation's initial registered agent is BEHROUZ MADANI, and the initial street address of the corporation's registered agent is 6719 Gall Blvd., Suite 208, Zephyrhills, FL 33541.

#### **ARTICLE 6 - DIRECTORS**

The number of directors constituting the initial Board of Directors of the corporation is one (1). The number of directors shall be fixed by the Bylaws of this corporation and may be changed from time to time, but shall never be less than one (1). The name and address of each person who is to serve as a member of the initial Board of Directors is:

NAME:

ADDRESS:

BEHROUZ MADANI

6719 Gall Blvd., Suite 208  
Zephyrhills, FL 33541

The directors shall be elected by a plurality of the votes cast by the shares entitled to vote in the election at which a quorum is present. Directors must be an individual who is duly licensed or otherwise legally authorized in the State of Florida to render the same specific professional services as those for which this corporation was incorporated.

#### **ARTICLE 7 - OFFICERS**

The officers of this corporation shall be chosen by the Board of Directors, shall be shareholders of the corporation, and each officer must be an individual who is duly licensed or otherwise legally authorized in the State of Florida to render the same specific professional services as those for which this corporation was incorporated.

#### **ARTICLE 8 - PRINCIPAL OFFICE**

The principal office of the corporation, for the time being and until changed, is 6719 Gall Blvd., Suite 208, Zephyrhills, FL 33541.

### **ARTICLE 9 - INCORPORATORS**

The name and address of each incorporator is:

**NAME:**

**ADDRESS:**

BEHROUZ MADANI

6719 Gall Blvd., Suite 208  
Zephyrhills, FL 33541

### **ARTICLE 10 - SHAREHOLDER QUORUM AND VOTING**

The presence, at any shareholders meeting, in person or by proxy, of persons entitled to vote a majority of the shares of the corporation then issued and outstanding shall constitute a quorum for the transaction of business. The affirmative vote of a majority of the outstanding shares of the corporation or shares represented at a meeting at which a quorum is present is required to constitute any act or decision of the shareholders. In the event any person who is entitled to vote at a meeting of the shareholders abstains from voting, the shares which that person is entitled to vote shall not be considered in determining whether or not sufficient votes have been cast in favor of any matter or motion presented to the shareholders. Except as may be otherwise provided in these Articles of Incorporation or by F.S. §607.0721, each outstanding share of stock is entitled to one (1) vote on each matter submitted to the shareholders for a vote.

### **ARTICLE 11 - BOARD OF DIRECTORS QUORUM AND VOTING**

A majority of the authorized number of directors shall constitute a quorum of the Board of Directors for the transaction of business. The affirmative vote of a majority of the directors present at a meeting at which a quorum is present is required to constitute any act or decision of the Board of Directors.

### **ARTICLE 12 - RIGHT TO REDEEM**

The corporation has the right to redeem its shares at the price, and subject to the terms and conditions, contained in any stock purchase agreement entered into by the corporation.

### **ARTICLE 13 - COMPENSATION OF OFFICERS**

The Board of Directors shall have the authority to determine and set the compensation of all of the officers of the corporation, including the salaries of those officers who are also members of the Board of Directors, and no director shall be disqualified from voting on such compensation by virtue of also being an officer of the corporation.

### **ARTICLE 14 - RESTRAINT ON ALIENATION OF SHARES**

The shareholders of this professional service corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of the shareholders of this professional service corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the professional service corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details, of the disposition shall be determined by the shareholders of this professional service corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of this corporation may sell or transfer her or his shares in this corporation except to another professional corporation, professional limited liability company, or individual, each of which must be eligible to be a shareholder of this corporation, and the sale or transfer may be made only after it has been approved at a shareholder meeting especially called for that purpose.

### **ARTICLE 15 - DISQUALIFICATION**


If any member, officer, shareholder, agent, or employee of this corporation, who has been rendering professional service to the public, becomes legally disqualified to render such professional services within this state or accepts employment that, pursuant to existing law, places restrictions or limitations upon that person's continued rendering of such professional services, that person shall sever all employment with, and financial interests in, this corporation forthwith, and if that person is a shareholder, that shareholder's shares of stock shall immediately become subject to purchase by the other shareholders or this

professional service corporation, in accordance with any bylaws or agreement adopted by the shareholders.

#### **ARTICLE 16 - VOTING TRUSTS**

No shareholder shall enter into a voting trust agreement or any other type of agreement vesting another person with the authority to exercise the voting power of any or all of the shareholder's stock.

**IN WITNESS WHEREOF**, for the purpose of forming this corporation under the laws of the State of Florida, I, the undersigned, constituting the incorporator of this corporation, have executed these Articles of Incorporation on this 27 day of May, 2003.

  
\_\_\_\_\_  
**BEHROUZ MADANI, INCORPORATOR**

#### **REGISTERED AGENT ACCEPTANCE**

I, the undersigned, hereby acknowledge that I am familiar with and accept the duties, obligations and responsibilities as registered agent for this corporation.

  
\_\_\_\_\_  
**BEHROUZ MADANI, REGISTERED AGENT**

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