

P03000065653

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP  WAIT  MAIL

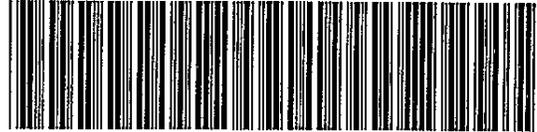
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



400020315614

06/11/03--01094--003 \*\*128.75

FILED  
2003 JUN 11 AM 8:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

0613-07  
3

LAW OFFICES

**HARRIS, BARRETT, MANN & DEW**

A FLORIDA LIMITED LIABILITY PARTNERSHIP

JOHN C. DEW  
FRANK J. GRECO  
TROY W. HOLLAND  
EVELYN F. KUTTNER  
JOHN C. LAVERY

1715 N. WESTSHORE BOULEVARD, STE 750  
TAMPA FLORIDA 33607-3926  
TELEPHONE (813) 287-0550  
FAX (813) 289-5331

STE 470, SOUTHTRUST BANK BUILDING  
150 SECOND AVENUE NORTH  
P.O. DRAWER 1441  
ST. PETERSBURG, FLORIDA 33731-1441  
TELEPHONE (727) 892-3100  
FAX (727) 898-0227

THOMAS M. HARRIS  
SAM H. MANN, JR.  
OF COUNSEL

PLEASE REPLY TO:

TAMPA OFFICE

June 10, 2003

**OVERNIGHT DELIVERY**

Department of State  
Division of Corporation  
409 E. Gaines Street  
Tallahassee, Florida 32399

Re: Articles of Incorporation  
Medical Group Services, Inc.

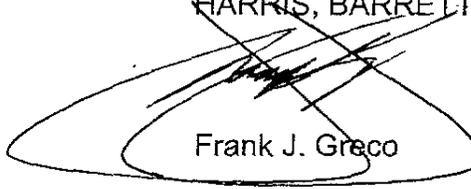
Dear Sir or Madam:

Enclosed please find Articles of Incorporation for the above referenced corporation along with Certificate of Domestication. This corporation is currently a foreign corporation and would like to domesticate the entity in Florida. Also enclosed is our check in the amount of \$128.75 to cover the costs associated with filing the corporation and the Certificate of Domestication. Please file these documents in the public records. Should any additional information be needed, please contact my office.

Thank you for your assistance.

Sincerely,

HARRIS, BARRETT, MANN & DEW LLP



Frank J. Greco

FJG/rf  
Enclosure

**CERTIFICATE OF DOMESTICATION**

In pursuance of Chapter 607.1801, Florida Statutes, the following is submitted, in compliance with said Act:

First -- That **Medical Group Services, Inc.** was first formed and incorporated on

4-24-00

Second-- The name of the corporation immediately prior to filing this certificate of domestication is **Medical Group Services, Inc.**

Third-- The name of this corporation as set forth in the Articles of Incorporation filed simultaneously herewith is **Medical Group Services, Inc.**

Fourth-- The jurisdiction that constituted the central seat of business or administration of the corporation immediately prior to filing this certificate of domestication is Florida.

A handwritten signature in cursive script, reading "Brina Cabrera", is written over a horizontal line. To the left of the signature, there is a large, bold, handwritten "X" mark.

**Brina Cabrera, Director**

2003 JUN 11 AM 8:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

**ARTICLES OF INCORPORATION**  
**OF**  
**MEDICAL GROUP SERVICES, INC.**

THE UNDERSIGNED HEREBY MAKE, SUBSCRIBE, ACKNOWLEDGE AND FILE THIS CERTIFICATE FOR THE PURPOSE OF BECOMING A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA.

ARTICLE I

NAME

The name of this corporation is **Medical Group Services, Inc.**

ARTICLE II

PURPOSE

This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 100,000 shares of common stock of 1.00 Dollar per share par value.

ARTICLE IV

DURATION

This corporation is to exist perpetually, and its existence is to commence on the date of execution.

ARTICLE V

PRINCIPAL OFFICE AND REGISTERED AGENT

The principal office and mailing address of the corporation shall be located at **2810 St. Isabel Suite 201, Tampa, Florida 33607.**

The name and street address of the initial registered agent of the corporation in the State of Florida is: **Frank J. Greco, 4047 Henderson Boulevard, Tampa, Florida 33629.** The Board of Directors may,

FILED  
2003 JUN 11 AM 8:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

from time to time, appoint a substitute registered agent and move the registered office or the principal office, or both, to any other address in the State of Florida.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) or more director(s) as provided by the By-Laws. This corporation shall have three (3) initial directors, as follows:

NAME	ADDRESS
<b>Brina Cabrera</b>	2801 St. Isabel Suite 201 Tampa, Florida 33607
<b>Anthony F. Maniscalco</b>	2801 St. Isabel Suite 201 Tampa, Florida 33607
<b>Catherine A. Maniscalco</b>	2801 St. Isabel Suite 201 Tampa, Florida 33607

ARTICLE VII

INCORPORATORS

The names and addresses of the incorporators of this corporation are:

NAME	ADDRESS
<b>Anthony F. Maniscalco</b>	2801 St. Isabel Suite 201 Tampa, Florida 33607
<b>Brina Cabrera</b>	2801 St. Isabel Suite 201 Tampa, Florida 33607

ARTICLE VIII

INDEMNIFICATION

The corporation shall indemnify all directors and officers, whether or not then in office, who are or become a party, or are threatened to be made a party, to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative by reason of the fact that such person is or was a director or officer, or is or was serving at the request of the corporation as an officer or director against expenses (including attorneys' fees, including hourly charges for paralegals and other staff members

operating under the supervision of an attorney, whether at trial or appeal), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, including any appeal thereof to the fullest extent permitted by law.

ARTICLE IX

BY-LAWS

The initial By-Laws shall be adopted by the Board of Directors. The power to alter, amend or repeal the By-Laws or adopt new By-Laws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE X

AMENDMENT

The right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, is reserved to the Board of Directors and the Shareholders as specified under the laws of Florida.

IN WITNESS WHEREOF, these Articles of Incorporation have been signed, as Incorporator, by:  
**Anthony F. Maniscalco and Brina Cabrera.**

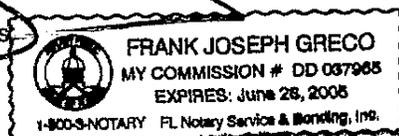
Dated this 10<sup>th</sup> day of June, 2003.

X *Anthony F. Maniscalco*  
Anthony F. Maniscalco, Incorporator  
X *Brina Cabrera*  
Brina Cabrera, Incorporator

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 10<sup>th</sup> day of June, 2003, by **Anthony F. Maniscalco and Brina Cabrera**, who are personally known to me or who have produced *N/A* as identification.

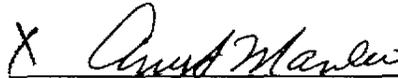
Printed Name \_\_\_\_\_  
Notary Public \_\_\_\_\_  
My Commission Expires \_\_\_\_\_  
Serial Number \_\_\_\_\_

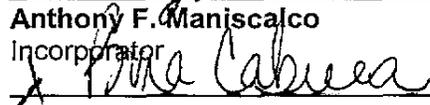


**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.09I, Florida Statutes, the following is submitted, in compliance with said Act:

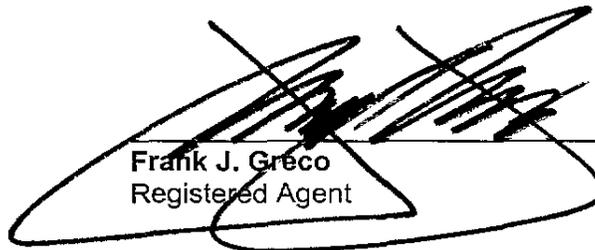
First -- That **Medical Group Services, Inc.** desiring to organize under the laws of the State of Florida with its principal place of business in Hillsborough County, Florida, has named **Frank J. Greco**, located at **4047 Henderson Blvd, Tampa, Florida 33629**, as its agent to accept service of process within this state.

X   
\_\_\_\_\_  
**Anthony F. Maniscalco**  
Incorporator

X   
\_\_\_\_\_  
**Brina Cabrera, Incorporator**

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

  
\_\_\_\_\_  
**Frank J. Greco**  
Registered Agent

2003 JUN 11 AM 8:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED