

P03000092376

EFFECTIVE DATE
8-15-03

(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:

✓
D. WHITE AUG 22 2003

Office Use Only



300021849403

FILED

03 AUG 22 PM 1:45

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED

03 AUG 20 PM 2:39

CLERK OF SUPERIOR COURT
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 212211 9104A

AUTHORIZATION :

Patricia Figueira

COST LIMIT : \$ 78.75

ORDER DATE : August 20, 2003

ORDER TIME : 1:08 PM

ORDER NO. : 212211-005

CUSTOMER NO: 9104A

CUSTOMER: Ms. Lori L. Ammons
Holland & Knight LLP

Suite 1600
200 Central Avenue
St Petersburg, FL 33701

DOMESTIC FILING

NAME: WOMEN'S MEDICAL RESEARCH
GROUP, P.A.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Norma Hull - EXT. 1115

EXAMINER'S INITIALS: _____



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

August 21, 2003

CSC

Resubmit

SUBJECT: WOMEN'S MEDICAL RESEARCH GROUP, P.A.
Ref. Number: W03000023873

We have received your document for WOMEN'S MEDICAL RESEARCH GROUP, P.A. and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6933.

Dale White
Document Specialist
New Filings Section

Letter Number: 803A00047489

RECEIVED
03 AUG 22 PM 12:44
DIVISION OF CORPORATION

EFFECTIVE DATE
8-15-03

ARTICLES OF INCORPORATION
OF

FILED
03 AUG 22 PM 1:45
SECRETARY OF STATE
TALLAHASSEE FLORIDA

WOMEN'S MEDICAL RESEARCH GROUP, P.A.

The undersigned, as incorporator, forms a Professional Service Corporation within the meaning of Florida Statutes, Chapter 621, and the applicable provisions of Florida Statutes, Chapter 607.

ARTICLE I.

NAME

The name of this Corporation is **WOMEN'S MEDICAL RESEARCH GROUP, P.A.**

ARTICLE II.

EFFECTIVE DATE OF ARTICLES

This Corporation shall have perpetual existence commencing August 15, 2003.

ARTICLE III.

NATURE OF PROFESSIONAL BUSINESS

- A. The Corporation is organized, and shall be operated, to render "professional services" within the meaning of Florida Statutes, Chapter 621, as carried on by persons licensed in, or otherwise legally authorized to engage in, professional practice as physicians and surgeons, specializing in obstetrics and/or gynecology, and each of their subspecialties, in this State.
- B. The Corporation shall render its professional services only through its officers, agents and employees who are duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this Corporation.

ARTICLE IV.

CAPITAL STOCK

- A. This Corporation is authorized to issue 1,000,000 shares of \$0.01 par value common stock.
- B. Each of the shares, when issued and outstanding, shall be identical in all respects and have equal rights and privileges.
- C. Shares of the Corporation's stock and stock certificates shall be issued only to persons duly licensed (and in good standing) or otherwise legally authorized within the State of Florida to render the same professional service as this Corporation.

ARTICLE V.

LOSS OF LICENSE; SEVERANCE AND TERMINATION OF EMPLOYMENT

- A. If any officer, director, shareholder, agent, employee, or shareholder of this Corporation who has been rendering professional services to the public becomes legally disqualified to render such professional services within this state or accepts employment that places restrictions or limitations upon his or her continued rendering of such professional services, then, in any such event, such person's office and/or employment with, and/or equity interest in, this Corporation shall immediately and automatically cease and terminate except to receive payment for whatever equity interest in this Corporation may be owned by the person as a shareholder.
- B. The shares of stock representing the equity interest of the shareholder whose interest is terminated because of the application of the preceding paragraph shall not thereafter be entitled to voting rights (except as provided hereinafter in regard to liquidation and dissolution or amendment), dividends, options, or stock rights of any kind.
- C. The shares of stock owned by such person shall forthwith be transferred, sold, purchased, pledged or redeemed at such price or value and under such terms as are authorized or set forth in the Bylaws or Shareholders' Agreement, if any, and if not, by mutual agreement or, if no such agreement can be reached within a reasonable

time under the circumstances (and any event within thirty (30) days), then by arbitration in accordance with the Florida Arbitration Code.

- D. However, if a sole shareholder of this Corporation becomes disqualified to render professional services for this Corporation, the Corporation shall cease all business or professional activity until its shares are transferred to a person duly qualified or until the Corporation is liquidated and dissolved, or until these articles are amended into a regular business corporation under applicable law, and for those limited purposes only such person shall have voting rights as to his or her shares.

ARTICLE VI.

REGISTERED OFFICE AND REGISTERED AGENT

The name of the Registered Agent of this Corporation and the street address of the Registered Office are as follows:

Name: Edward A. Zbella, M.D.

Address: 2454 McMullen Booth Road, Suite 601
Clearwater, FL 34619

ARTICLE VII.

INCORPORATOR

The name and address of the incorporator of this Corporation is:

Name: Edward A. Zbella, M.D.

Address: 2454 McMullen Booth Road, Suite 601
Clearwater, FL 34619

ARTICLE VIII.

PRINCIPAL OFFICE

The principal address of this Corporation is:

2454 McMullen Booth Road
Suite 601, Clearwater, FL 34619

ARTICLE IX.

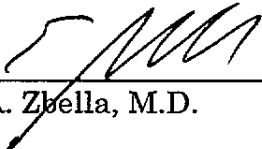
BOARD OF DIRECTORS

The initial Board of Directors shall consist of two (2) members. The numbers of Directors may be changed from time to time and at any time by the shareholders of this Corporation, as provided in its Bylaws. The names and address of the members of the Board of Directors of this Corporation are:

Names: Edward A. Zbella, M.D.
Mark D. Sanchez, M.D.

Address: 2454 McMullen Booth Road, Suite 601
Clearwater, FL 34619

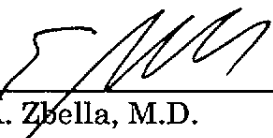
IN WITNESS WHEREOF, the undersigned, as incorporator, has hereunto set the undersigned's hand and seal as of this first day of August 2003, for the purpose of organizing this Corporation under the laws of the State of Florida.



Edward A. Zbella, M.D.

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.



Edward A. Zbella, M.D.