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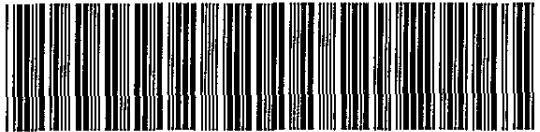
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2003 OCT 28 PM 3:48  
DEPARTMENT OF STATE  
TALLAHASSEE FLORIDA

J 10/30/03

MEMBER OF FLORIDA  
AND D.C. BARS

**LAWRENCE H. KATZ**  
ATTORNEY AT LAW, P. A.  
SUITE 120  
341 NORTH MAITLAND AVENUE  
MAITLAND, FLORIDA 32751  
(407) 539-1811  
(407) 539-1466 FAX

FED. I.D. # 59-3436548

October 27, 2003

Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

Re: Zane G. Kalter, M.D., P.A.

Ladies:

Enclosed you will find the revised Articles of Incorporation for the above referenced corporation. A copy of your letter addressing the necessary changes is also enclosed. Please return to me a certified copy of one of the original Articles of Incorporation when you are finished filing same.

Thanking you in advance for all your kind assistance.

Yours very truly,



Lawrence H. Katz

LHK/gr  
Enc.

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2003 OCT 28 PM 3:48  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA



FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

October 20, 2003

LAWRENCE H. KATZ, ESQUIRE  
341 NORTH MAITLAND AVENUE  
SUITE 120  
MAITLAND, FL 32751

SUBJECT: ZANE G. KALTER, M.D., P.S.C.  
Ref. Number: W03000030332

We have received your document for ZANE G. KALTER, M.D., P.S.C. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The only acceptable corporate suffixes for professional associations are PROFESSIONAL ASSOCIATION, P.A., and CHARTERED.

The specific nature of business of the professional association must be stated in the document.

An effective date may be added to the Articles of Incorporation **if a 2004 date is needed**, otherwise the date of receipt will be the file date. **A separate article must be added to the Articles of Incorporation for the effective date.**

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) 245-6973.

Claretha Golden  
Document Specialist  
New Filings Section

Letter Number: 003A00056981

**ARTICLES OF INCORPORATION**  
**OF**  
**ZANE G. KALTER, M.D., P.A.**

**FILED**  
2003 OCT 28 PM 3:48  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

I, the undersigned, being a natural person of legal age, do hereby desire to form a Corporation under the Laws of the State of Florida, and do hereby adopt the following Articles of Incorporation.

1. **NAME.** The name of the Corporation shall be ZANE G. KALTER, M.D., P.A., a Florida Professional Association.

2. **PRINCIPAL OFFICE OR MAILING ADDRESS.** The Principal Office of the corporation shall be and its mailing address shall be 2875 S. Orange Avenue, Suite 540, Orlando, Florida 32806. The Principal Office and mailing address may be changed from time to time by the Board of Directors.

3. **STOCK.** The maximum number of shares of stock of this Corporation which this Corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having a par value of \$.01 per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors of this Corporation. Stock in this corporation shall be issued only to entities or individuals who are duly licensed or otherwise legally authorized to practice medicine in the State of Florida. Shareholder voting trust agreements are specifically banned.

4. **INITIAL REGISTERED OFFICE AND AGENT.** The street address of the initial registered office of this Corporation is and the name of the initial registered agent of this Corporation at that address is:

Lawrence H. Katz  
341 N. Maitland Avenue  
Suite 120  
Maitland, Florida 32751

5. **BOARD OF DIRECTORS.** The business of the Corporation shall be conducted and managed by a Board of Directors consisting of not less than one member, as fixed from time to time by the By-Laws of this Corporation and the Board of Directors shall be elected or appointed as provided in the By-Laws of this Corporation.

6. **INCORPORATOR.** The name and address of the Incorporator(s) is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Lawrence H. Katz	341 N. Maitland Avenue Suite 120 Maitland, Florida 32751

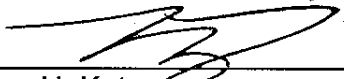
7. **BY-LAWS.** The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

8. **INDEMNIFICATION.** Every Director, Officer, employee or agent of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including attorney's fees reasonably incurred or by reason of their being imposed upon him or her, in connection with any proceeding to which he or she may be made a party or in which he or she may become involved by reason of his or her employment or by reason of his or her being or having been a Director, Officer, employee or agent of the Corporation, or any settlement thereof, whether or not he or she is a Director, Officer, employee or agent at the time such expenses are incurred, except in such cases wherein the Director, Officer, employee or agent is adjudged liable for gross negligence or willful and wanton misconduct in the performance of his or her duties as such Officer, Director, employee or agent. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director, Officer, employee or agent may be entitled.

9. **AMENDMENT.** The Corporation reserves the right to amend, alter, change, repeal and revise any of the provisions of this Corporation's Articles of Incorporation in the

manner now, or hereafter prescribed by statute and all rights conferred on shareholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on the 14<sup>th</sup> day of October, 2003.

  
\_\_\_\_\_  
Lawrence H. Katz

STATE OF FLORIDA  
COUNTY OF ORANGE


I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgements, personally appeared Lawrence H. Katz, known to me to be the person described in and who executed the foregoing Articles of Incorporation and who acknowledged before me that he executed the same, that I relied upon the following form of identification of the above-named person personally known and that an oath was not taken.

WITNESS my hand and official seal in the County and State last aforesaid this 14<sup>th</sup> day of October, 2003.

  
\_\_\_\_\_  
Notary Signature

\_\_\_\_\_  
Printed Notary Signature

MY COMMISSION EXPIRES:

 P. Gayle Rose  
Commission # DD132354  
Expires July 8, 2006  
Bonded Thru  
Atlantic Bonding Co., Inc.

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First, that Zane G. Kalter, M.D., P.A., a Florida Professional Association desiring to organize under the Laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation in the City of Orlando, County of Orange, State of Florida, has named Lawrence H. Katz, 341 N. Maitland Avenue, Suite 120, Maitland, Florida 32751, as its agent to accept process within this state.

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



\_\_\_\_\_  
Lawrence H. Katz, Resident Agent

**FILED**  
2003 OCT 28 PM 3:48  
CLERK OF STATE  
TALLAHASSEE FLORIDA