

11/24/2003 MON 15:34 FAX 239 334 4100 Henderson Franklin et al

001/004

Division of Corporations

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Florida Department of State

Division of Corporations

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FLORIDA PROFIT CORPORATION OR P.A.

STEPHEN W. THOMPSON, M.D., P.A.

|                       |         |
|-----------------------|---------|
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**ARTICLES OF INCORPORATION  
OF  
STEPHEN W. THOMPSON, M.D., P.A.**

These Articles of Incorporation are executed by the undersigned for the purpose of forming a corporation pursuant to the Florida Professional Service Corporation and Limited Liability Company Act, as particularly set forth in Chapter 621 of the Florida Statutes.

**ARTICLE 1  
NAME AND ADDRESS**

The name of this corporation shall be STEPHEN W. THOMPSON, M.D., P.A. The initial principal business address of the corporation is 11181 Health Park Boulevard, Suite 1165, Naples, Florida 34110.

**ARTICLE 2  
DURATION**

The corporation shall commence upon the filing of these Articles and shall have perpetual existence thereafter.

**ARTICLE 3  
PURPOSE**

This corporation may engage in each and every aspect of the general practice of medicine but only through its officers, employees and agents who are duly licensed or otherwise legally authorized to render such professional services; and engage in any and every other activity permitted from time to time for a corporation so formed to engage in.

**ARTICLE 4  
CAPITAL STRUCTURE**

The aggregate number of shares of capital stock which this corporation shall have authority to issue shall be ten thousand (10,000) shares of common stock, all of the same class and each having a par value of One Dollar (\$1.00).

**ARTICLE 5  
INITIAL REGISTERED AGENT & OFFICE**

The name of the initial registered agent of the corporation at its initial registered office, and the street address of its initial registered office, is as follows:

**NAME**

**ADDRESS**

STEPHEN W. THOMPSON, M.D.

11181 Health Park Boulevard, Suite 1165  
Naples, Florida 34110

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**ARTICLE 6**  
**DIRECTORS**

The business and the affairs of this corporation shall be managed by a Board of Directors, which shall be elected by the shareholders and serve as provided in the Bylaws. The number of the members of the Board of Directors may either be increased or decreased from time to time by the Bylaws, but shall never be less than one (1). The corporation shall have one Director initially, and the name and address of the initial Director is as follows:

| <u>NAME</u>               | <u>ADDRESS</u>   |
|---------------------------|--|
| STEPHEN W. THOMPSON, M.D. | 11181 Health Park Boulevard, Suite 1165<br>Naples, Florida 34110 |

**ARTICLE 7**  
**BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in both the Board of Directors and the shareholders. Bylaws adopted, altered, amended or repealed by the shareholders of the corporation may not be repealed, altered, amended or readopted by the Board of Directors if the shareholders so provide.

**ARTICLE 8**  
**INCORPORATOR**

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

| <u>NAME</u>               | <u>ADDRESS</u>   |
|---------------------------|--|
| STEPHEN W. THOMPSON, M.D. | 11181 Health Park Boulevard, Suite 1165<br>Naples, Florida 34110 |

These Articles of Incorporation have been executed this 19 day of November, 2003.

  
STEPHEN W. THOMPSON, M.D.

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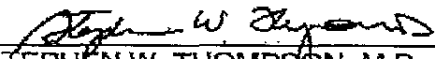
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**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

Having been named to accept service of process for this corporation, at the place designated in these Articles of Incorporation, I hereby accept the appointment, understand my duties as registered agent, and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
STEPHEN W. THOMPSON, M.D.  
Registered Agent

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