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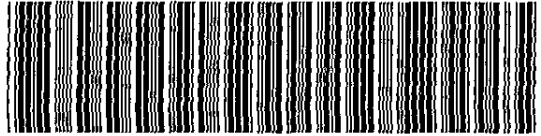
(Business Entity Name)

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December 31, 2003

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

Gerald E. Grubbs, M.D., P.A.

Filing Evidence

- Plain/Confirmation Copy
- Certified Copy

Retrieval Request

- Photocopy
- Certified Copy

Type of Document

- Certificate of Status
- Certificate of Good Standing
- Articles Only
- All Charter Documents to Include Articles & Amendments
- Fictitious Name Certificate
- Other

NEW FILINGS	
X	Profit
	Non Profit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of RA Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Reports
	Fictitious Name
	Name Reservation
	Reinstatement

REGISTRATION/QUALIFICATION	
	Foreign
	Limited Liability
	Reinstatement
	Trademark
	Other

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ARTICLES OF INCORPORATION
OF
GERALD E. GRUBBS, M.D., P.A.

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The undersigned Incorporator to these Articles of Incorporation, a natural person competent to contract and legally authorized to practice the profession of law in the state of Florida, hereby proceeds to form a professional corporation in accordance with the Florida Professional Service Corporation and Limited Liability Company Act, and hereby adopts the following articles of incorporation for such corporation:

ARTICLE I - NAME

The name of the corporation is GERALD E. GRUBBS, M.D., P.A.

ARTICLE II - PURPOSE AND NATURE OF BUSINESS

The purpose of the corporation and the nature of its business are as follows:

1. To engage in every aspect of the practice of medicine as a professional service corporation and to provide services incident thereto.
2. To own property (real or personal), enter into contracts and carry on any activity necessary or incidental to the accomplishment or furtherance of the purpose of this corporation and may invest its funds in real estate, mortgages, stocks, bonds and any other investments permitted by law.
3. The services of this corporation which consist of the practice of medicine shall be carried out only through officers, employees and agents who are duly authorized and in good standing and licensed in the State of Florida to practice medicine.
4. To do everything necessary, proper or convenient for the accomplishment of any of the purposes herein set forth and to do every other act incidental thereto which is not forbidden by the laws of the State of Florida, medical and professional ethics, or by the provisions of these Articles of Incorporation.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is one thousand (1000) shares having a par value of \$.01 per share. Such shares shall be of a single class of common stock. None of the shares of the corporation may be issued to anyone other than an individual who is duly licensed to practice medicine in the State of Florida and is in good standing.

ARTICLE IV- DURATION

The Corporation shall have perpetual existence.

ARTICLE V - ADDRESS AND AGENT

The street address of the principal and initial registered office of the Corporation is 2640 Golden Gate Parkway, Suite 305, Naples, Florida 34105, and the name of its initial registered agent is Charles M. Kelly, Jr. The Board of Directors may from time to time move the office at any other address in the State of Florida and change the registered agent.

ARTICLE VI - DIRECTORS

The Corporation shall be managed by a Board of Directors of at least (1) Director. No person shall serve as a Director of the Corporation unless the person is duly licensed to practice medicine and is in good standing. The Directors shall be elected by the shareholders of the Corporation. The name and street of each person who is to serve as a member of the initial Board of Directors is as follows:

NAME	Address
Gerald E. Grubbs, M.D.	2134 Sevilla Way Naples, Florida 34109

ARTICLE VII - SUBSCRIBERS

The names and addresses of the subscribers, who are the incorporators of this Corporation, each of whom is duly licensed in the State of Florida to practice medicine, are as follows:

NAME	ADDRESS
Gerald E. Grubbs, M.D.	2640 Golden Gate Parkway, Suite 305 Naples, Florida 34105

ARTICLE VIII - RESTRAINT ON ALIENATION

No shareholder may sell or transfer his shares in the Corporation except to another individual who is eligible to be a shareholder of the Corporation under Florida law.

ARTICLE IX - DISQUALIFICATION

If any officer, shareholder, agent or employee of the Corporation who has been rendering professional service to the public for the Corporation becomes legally disqualified to render such professional services within Florida or accepts employment that places restrictions or limitations upon his or her continued rendering of such professional services, then the Corporation shall require him or her to comply with the Florida Professional Services Corporation Act by severing all employment with and financial interests in the Corporation.

ARTICLE X - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this the 30th day of December, 2003



Charles M. Kelly, Jr., Incorporator

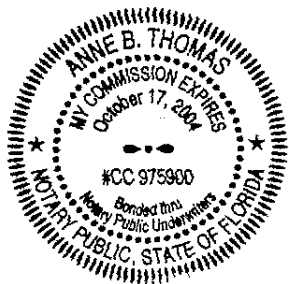
STATE OF FLORIDA)
) ss.
COUNTY OF COLLIER)

I HEREBY CERTIFY, that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Charles M. Kelly, Jr., is personally known to me, and that he acknowledged under oath executing the foregoing instrument in my presence and that he executed such document voluntarily and freely of his own will.

WITNESS my hand and official seal in the County and State last aforesaid this 30th day of December, 2002.

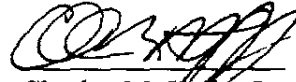
My Commission Expires:


Notary Public Signature
Anne B Thomas
Printed Name



ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named to accept service of process for this corporation, at the place designated in the Articles of Incorporation, I hereby accept the appointment and agree to act in this capacity and to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office.



Charles M. Kelly, Jr.
Registered Agent

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