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FLORIDA PROFIT CORPORATION OR P.A.

MANUEL A. MARTINEZ, M.D., INTERNAL MEDICINE, P.A.

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ARTICLES OF INCORPORATION

OF

MANUEL A. MARTINEZ, M.D., INTERNAL MEDICINE, P.A.

These Articles of Incorporation are signed and acknowledged by the incorporator for the purpose of forming a professional corporation under and, in all respects, in compliance with the Florida Business Corporation Act, Chapter 607, Florida Statutes, and the Professional Service Corporation and Limited Liability Company Act, Chapter 621, Florida Statutes.

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- 1. Name. The name of the Corporation is:

Manuel A. Martinez, M.D., Internal Medicine, P.A.

- 2. Purposes. The purposes for which this corporation is organized are as follows:

To acquire, establish, own, maintain, manage, operate, conduct, carry on and engage in the practice of medicine, and to make any and all investments and/or own any and all property in the United States or elsewhere authorized or permitted by Chapter 621, Florida Statutes.

In the course or furtherance of such practice of medicine, to invest funds in real estate, mortgages, stocks, bonds or any other investments of any conceivable type whatsoever, and to own any real or personal property necessary or incidental to such practice of medicine.

In general, to do and perform any and all acts and things whatsoever which may be or become necessary, desirable, proper, convenient, connected with or related or incident to the foregoing purposes or powers but which are not forbidden by the laws of the State of Florida; provided, however, that this corporation shall not do any act or thing in conflict with any laws of the State of Florida applicable to the practice of medicine.

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3. Principal Office and Mailing Address. The principal office and mailing address of the Corporation is:

600 Nokomis Avenue South, Suite 206
Venice, Florida 34285

4. Authorized Shares. The Corporation is authorized to issue 100 shares of common stock having a par value of \$1.00 per share. No share shall be issued except upon payment to the Corporation of the par value of the share in cash or other consideration permitted by law as payment for shares.

5. Registered Agent and Office. The name of the initial registered agent and the address of the initial registered office of the Corporation is:

John L. Moore
200 South Orange Avenue
Sarasota, Florida 34236

By execution hereof, the undersigned accepts appointment as registered agent of the Corporation, and acknowledges that he is familiar with, and accepts, the obligations of that position.

6. Initial Board of Directors. The initial board of directors of the Corporation shall be elected by the incorporator at the first meeting of the incorporator.

7. Incorporator. The name and address of the incorporator of the Corporation is:

John L. Moore
200 South Orange Avenue
Sarasota, Florida 34236

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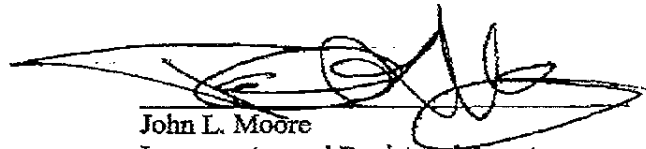
8. Bylaws. The initial bylaws of the Corporation shall be adopted by the incorporator or the board of directors. The power to alter, amend or repeal any bylaw shall be vested in the shareholders, except to the extent delegated by the shareholders to the board of directors.

9. Effective Date. The existence of this corporation shall commence January 1, 2004, and shall be perpetual.

10. Amendment. This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner now or hereafter prescribed by law, and any right conferred upon the stockholders is subject to this reservation.

11. Restriction. No shares of the capital stock of this corporation shall be issued to anyone other than a professional corporation, a professional limited liability company, or an individual who is duly licensed or otherwise legally authorized to practice medicine in the State of Florida. No share of this corporation shall enter into a voting trust agreement or any other type of agreement vesting another person with the authority to execute the voting power of any or all of that person's stock.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this, 2nd day of January 2004.


John L. Moore
Incorporator and Registered Agent

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