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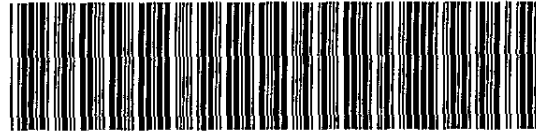
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DEVITO & COLLEN, P.A.
ATTORNEYS AT LAW

DEVITO AND COLLEN, P.A.
JAMES A. DEVITO
GERALD R. COLLEN

7243 BRYAN DAIRY ROAD • LARGO, FLORIDA 33777
TELEPHONE (727) 545-8114
TELEFAX (727) 545-8227

May 26, 2004

Department of State
Division of Corporations
Corporate Records Bureau
P. O. Box 6327
Tallahassee, FL 32301

RE: SOUTH PINELLAS SURGICAL ASSOCIATES, P.A.

Gentlemen:

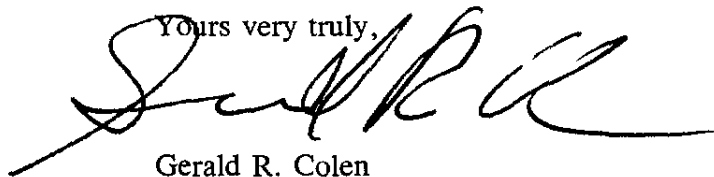
Enclosed please find the following:

1. Original and one copy of the Articles of Incorporation of SOUTH PINELLAS SURGICAL ASSOCIATES, P.A.;
2. Check made payable to Department of State in the sum of \$87.50 to cover the following:

\$35.00	Filing Fee (profit corporation)
\$35.00	Designation of Registered Agent
\$ 8.75	Certified copy of Articles
<u>\$ 8.75</u>	Certificate of Status
\$87.50	

Please file the original of the enclosed documents and return a certified copy to the undersigned.

Yours very truly,



Gerald R. Colen

GRC/mpj
Enclosures
cc: South Pinellas Surgical Associates, P.A.
(03-289)

ARTICLES OF INCORPORATION

Of

SOUTH PINELLAS SURGICAL ASSOCIATES, P.A.

THE UNDERSIGNED HEREBY SUBSCRIBE TO, ESTABLISH, CREATE AND ADOPT THESE ARTICLES OF INCORPORATION OF SOUTH PINELLAS SURGICAL ASSOCIATES, P.A., FOR THE PURPOSE OF FORMING A PROFESSIONAL SERVICE CORPORATION IN ACCORDANCE WITH THE LAWS OF THE STATE OF FLORIDA.

ARTICLE I

NAME AND ADDRESS

The name of this Professional Service Corporation shall be SOUTH PINELLAS SURGICAL ASSOCIATES, P.A. The address shall be 4801 - 49th Street North, St. Petersburg, Florida 33709

ARTICLE II

PROFESSIONAL PRACTICE OF MEDICINE

This Professional Service Corporation is created for the purpose of engaging in the practice of surgery and medicine in the State of Florida. All corporate stockholders and subscribers hereto are and shall at all times remain duly authorized and licensed by the State of Florida to engage in the practice of medicine.

ARTICLE III

ADDITIONAL TRANSACTIONS PERMITTED

In addition to the practice of surgery and medicine, this Professional Service Corporation shall be authorized to engage in the following transactions:

- (1) To engage in any lawful activity or lawful enterprise or lawful business that is permitted to Professional Service Corporations by the laws of the State of Florida and by any agency that regulates the practice of surgery and medicine within the State of Florida.
- (2) To conduct the business of this Professional Service Corporation in, and to have as many offices as the stockholders or directors or officers deem necessary and appropriate from time to time.
- (3) To own, lease, purchase, sell, convey or otherwise obtain or dispose of real property or personal property.
- (4) To obtain all permits, licenses, or such other authorizations as may be necessary or appropriate for the conduct of the business and of the surgical and medical practice of this Professional Service Corporation.
- (5) To purchase the business and corporate assets of any other corporation or of any other Professional Service Corporation.
- (6) To contract for any form of indebtedness, borrow money, execute such documents as may be necessary or required in order to effectuate the borrowing of such money; and to guarantee, endorse such instruments or documents including but not limited to promissory notes, mortgages, stock certificates, bonds or other indications of debt as

- may be determined to be appropriate by the stockholders or the directors or stockholders.
- (7) To permit other persons to become stockholders in this Professional Service Corporation but only so long as such persons are properly licensed and authorized to practice surgery and medicine in the State of Florida.

ARTICLE IV CAPITAL STOCK AND INITIAL CAPITAL

The maximum number of shares that this Professional Service Corporation is authorized to have outstanding at any one time is one thousand five hundred (1,500.00) shares of common stock having a par value of one dollar (\$1.00) per share. This Professional Service Corporation shall commence its professional and business operations with no less than five hundred (\$500.00) dollars.

ARTICLE V PERPETUAL EXISTENCE

This Professional Service Corporation shall have perpetual existence.

ARTICLE VI REGISTERED AGENT

The registered agent for service of process shall be Gerald R. Colen, Esq., whose street address is 7243 – Bryan Dairy Road, Largo, Florida 33777. The Board of Directors may change the registered agent and its address with or without the knowledge and consent of the existing resident agent.

ARTICLE VII NUMBER OF DIRECTORS

Initially, there shall be three (3) Directors. However, the Board of Directors may increased or decreased from time to time by amendment of the By-laws that shall be made by the stockholders.

ARTICLE VIII INITIAL DIRECTORS AND SUBSCRIBERS

The names and street address of the initial Board of Directors are as follows:

Nagella Ravindra, Md
4801 – 49th Street North
St. Petersburg, Florida 33709

Manu Nanda, Md.
4801 – 49th Street North
St. Petersburg, Florida 33709

Albert H. Li
4801 – 49th Street North
St. Petersburg, Florida 33709

ARTICLE IX
INDEMNIFICATION OF DIRECTORS

This Professional Service Corporation shall have the right to hold harmless and indemnify any of its stockholders, directors or officers from any manner of cause of action, suit or claim including amounts for attorneys fees and costs, but only upon the approval of the stockholders at a meeting called for such purpose.


ARTICLE X
BYLAWS

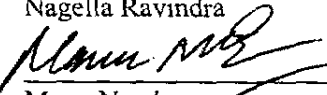
The Board of Directors shall adopt a set of bylaws that shall effectuate the provisions hereof and that shall be in accordance with the laws of the State of Florida for Professional Service Corporations. The bylaws shall provide a method of amendment for both said bylaws and for these Articles.

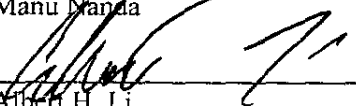
ARTICLE XI
COMMENCEMENT

This Professional Service Corporation shall commence rendering the services provided herein upon filing these Articles with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, the undersigned have signed their names and subscribed their seals this 20th day of May, 2004.



Nagella Ravindra


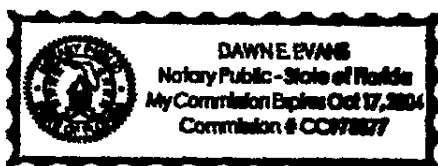
Manu Nanda


Albert H. Li

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME THE UNDERSIGNED NOTARY PUBLIC IN AND FOR THE STATE OF FLORIDA, personally appeared Nagella Ravindra, Manu Nanda and Albert H. Li, all of whom are to me personally known and they, under oath certified that these Articles of Professional Service Corporation were executed by them as their own free act and deed.

WITNESS my hand and notary seal this 20 day of May 2004 at St. Petersburg, Pinellas County.





Notary Public