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**FLORIDA PROFIT CORPORATION OR P.A.**

**Medical Ophthalmologist, P.A.**

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ARTICLES OF INCORPORATION  
OF  
MEDICAL OPHTHALMOLOGIST, P.A.

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The undersigned, acting as the sole incorporator, desiring to form a corporation for profit pursuant to the Professional Service Corporation and Limited Liability Company Act and other laws of the State of Florida, adopts the following Articles of Incorporation:

**ARTICLE I - NAME OF CORPORATION**

The name of the corporation shall be MEDICAL OPHTHALMOLOGIST, P.A.

**ARTICLE II - TERM OF EXISTENCE**

The corporation shall begin its corporate existence as of the filing of these Articles of Incorporation and shall exist perpetually.

**ARTICLE III - GENERAL PURPOSES**

The general nature of the business to be transacted by this corporation shall be:

A. To engage in every phase and aspect of the business of rendering the same professional services to the public that a doctor of ophthalmological medicine duly licensed under the laws of the State of Florida is authorized to render, but such professional services shall be rendered only through officers, employees, and agents of the corporation who are duly licensed under the laws of the State of Florida to practice medical ophthalmology therein.

B. To invest the funds of this corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and to own real and personal property necessary for the rendering of such professional services.

C. To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or objectives of the corporation enumerated in these Articles of Incorporation or any amendment thereof, and to do any act necessary or incidental to the protection and benefit of the corporation; and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment or furtherance of such purposes or objectives of the corporation.

D. It is intended that this corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 607 and Chapter 621, Florida Statutes, as the same may be from time to time amended.

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**ARTICLE IV - CAPITAL STOCK**

The maximum number of shares of capital stock that the corporation is authorized to issue and have outstanding is One Thousand (1,000) which shall be designated Common Shares with a par value of one cent (\$0.01) per share.

**ARTICLE V - INITIAL REGISTERED OFFICE  
AND REGISTERED AGENT**

The initial street address of the registered office of the corporation in the state of Florida is GRONEK & LATHAM, LLP, 390 North Orange Avenue, Suite 600, Orlando, Florida 32801. The name of the initial registered agent of the corporation at such address is G&L Agent Services, Inc.

**ARTICLE V - INCORPORATOR**

The name and street address of the incorporator of the corporation is:

<u>Name</u>	<u>Address</u>
Robert J. Gronek	390 N. Orange Avenue Suite 600 Orlando, Florida, 32801

**ARTICLE VII - BOARD OF DIRECTORS**

The corporation shall initially have a Board of Directors consisting of one (1) person. The number of Directors may be increased from time to time by a resolution of a majority of the shareholders of the corporation but shall never be less than one (1).

The name and address of the initial Director of this corporation is:

J. Leonard Morillo, M.D.	8809 Commodity Circle Orlando, Florida 32819
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**ARTICLE VIII - SEVERANCE AND TERMINATION OF EMPLOYMENT**

If any officer, director, stockholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on such person's continued rendering of such professional services, such person shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay such shareholder all amounts owing and lawfully due to such person by the corporation, except that such shares shall not be entitled to dividends.

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**ARTICLE IX - BY-LAWS**

The power to adopt, amend, or repeal By-Laws for the management of the corporation shall be vested solely in the shareholders of the corporation provided that such amendment be in compliance with the laws of Florida governing a Professional Service Corporation.

**ARTICLE X - PRINCIPAL OFFICE**

The principal office of the corporation in the state of Florida is 8809 Commodity Circle, Orlando, Florida 32819.

**ARTICLE XI - AMENDMENT TO ARTICLES**

These Articles of Incorporation may be amended in any manner permitted by law.

**ARTICLE XII - INDEMNIFICATION**

The corporation shall indemnify its directors, officers, employees, and agents to the full extent permitted by the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation at Orlando, Florida, this 30th day of June, 2004.

  
Robert J. Gronek, Incorporator

**ACKNOWLEDGMENT**

STATE OF FLORIDA )  
COUNTY OF ORANGE ) ss.

The foregoing instrument was acknowledged before me this 30th day of June, 2004, by Robert J. Gronek as Incorporator, who is personally known to me.

NOTARY PUBLIC  
My Commission Expires:

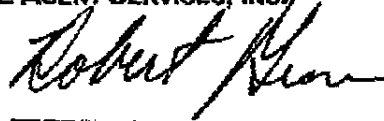
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**ACCEPTANCE BY REGISTERED AGENT**

The undersigned, G&L AGENT SERVICES, INC., as registered agent appointed in accordance with the foregoing Articles of Incorporation, does hereby accept such appointment, and does hereby state that it is familiar with, and accepts, the obligations imposed pursuant to §607.0501 and §607.0505 of the Florida Business Corporation Act.

G&L AGENT SERVICES, INC.



By: \_\_\_\_\_

Robert J. Gronek, President

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