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# TRANSMITTAL LETTER

Department of State Division of Corporations P.O. Box 6327 Tallahassee, FL 32314

# FROM:

Gary L. Davis

Davis Marlowe & Grey \
9020 Rancho Del Rio Drive
Suite 101
New Port Richey, Florida 34655

For further information concerning this matter, please call Gary L. Davis at (727) 376-3330.

Enclosed are an original and one (1) copy of the Articles of Incorporation and a check for:

\$78.75 for Filing Fee & Certificate of Status

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# ARTICLES OF INCORPORATION OF JOHN J. PIRRELLO, M.D., P.A.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.  $\Box$ 

#### Article I

The name of the corporation shall be John J. Pirrello, M.D., P.A.

# Article II

The corporation shall have the power to engage in any lawful activity for which corporations may by organized under the Florida Business Corporation Act. More specifically, the purpose of this corporation is to render professional licensed practice of medicine.

#### Article III

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any on time is FIVE HUNDRED shares. All such shares shall be of a single class, designated as common.

# Article IV

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

# Article V

At each election for directors, the shareholders shall be entitled to cast votes using the cumulative method of voting for directors.

# Article VI

The corporation elects to have preemptive rights.

### Article VII

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

#### Article VIII

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (§§ 607.0901 through 607.0903) shall not be applicable to this corporation.

# Article IX

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

# Article X

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of ONE directors whose name and addresses are as follows:

Name

John J. Pirrello, M.D.

10827 Alico Pass New Port Richey, FL 34655

#### **Article XI**

The initial officers of the corporation are as follows:

Name

Address

Position

John J. Pirrello, M.D.

10827 Alico Pass

President, Secretary,

Address

New Port Richey, FL 34655

Treasurer

#### Article XII

The initial registered agent of the corporation is Gary L. Davis, Esq. The street address of the corporation's initial registered office is DAVIS, MARLOWE & GREY, 9020 Rancho Del Rio Drive, Suite 101, New Port Richey, Florida 34655.

#### Article XIII

The principal place of business and mailing address of this corporation shall be:

Physical Address: 7509 State Road 52 # 210, Hudson, FL 34667

Mailing Address: Same as Above.

# **Article XIV**

The name and address of the incorporator to these Article of Incorporation is John J. Pirrello, M.D., 10827 Alico Pass, New Port Richey, FL 34655.

The undersigned incorporator has executed these Articles of Incorporation on this  $\underline{19}$  day of  $\underline{APRil}$ , 2005.

John J. Pirrello, M.D., Incorporator

Gary Davis, Esq., Registered Agent

# Acceptance By Registered Agent

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment 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