

Division of Corporations

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From:
Account Name : FOWLER WHITE BOGGS BANKER P.A. (NAPLES OFFICE)
Account Number : I20050000089
Phone : (239)598-1221
Fax Number : (239)598-3499

FLORIDA PROFIT CORPORATION OR P.A.

OBSTETRICS AND GYNECOLOGY ASSOCIATES OF COLLIER COUN

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ARTICLES OF INCORPORATION

OF

OBSTETRICS AND GYNECOLOGY ASSOCIATES OF COLLIER COUNTY, P.A.

THE UNDERSIGNED, acting as sole incorporator of a professional corporation to be formed under the Florida Professional Service Corporation and Limited Liability Company Act, adopts the following Articles of Incorporation:

FIRST: The name of the corporation (the "Corporation") is: OBSTETRICS AND GYNECOLOGY ASSOCIATES OF COLLIER COUNTY, P.A.

SECOND: The initial principal office or mailing address of the Corporation is 2338 Immokalee Road, Ste. 152, Naples, FL 34110-1445.

THIRD: The aggregate number of shares that the Corporation is authorized to issue is One Thousand (1,000) shares of common stock, and the par value of each such share shall be One Cent (\$0.01). Par value shall have no effect on the Corporation's capital structure.

FOURTH: The street address of the initial registered office of the Corporation is 5811 Pelican Bay Blvd, Ste. 600, Naples, FL 34108 and the name of the Corporation's initial registered agent at such address is Fowler White Boggs Banker P.A.

FIFTH: The name and address of the sole incorporator of the Corporation are Aaron A. Farmer, c/o Fowler White Boggs Banker P.A., 5811 Pelican Bay Blvd., Ste 600, Naples, FL 34108.

SIXTH: The number of directors constituting the initial Board of Directors of the Corporation is One (1). The number of directors may be either increased or decreased from time to time as provided in the Bylaws, but shall never be less than One (1). The name and address of the person to serve as the sole director of the Corporation until the first annual meeting of the shareholders of the Corporation, or until one or more successors have been elected and qualify, is as follows:

Louis F. Foley, M.D.
2338 Immokalee Road, Ste. 152
Naples, FL 34110-1445


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SEVENTH: The general purposes for which this Corporation is organized shall be to render licensed medical services to the general public, and to do all things in connection therewith that are customarily performed by licensed medical doctors under the laws of the State of Florida. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Professional Service Corporation and Limited Liability Company Act.

EIGHTH: No one other than an individual who is duly licensed or legally authorized to render licensed medical services in the State of Florida may own stock of this Corporation. No Shareholder of this Corporation shall enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his stock. Any Shareholder who becomes legally disqualified to render licensed medical services shall sever all employment with and financial interest in the Corporation. No Shareholder of the Corporation may sell or transfer his stock in this Corporation, except to another individual who is eligible to be a Shareholder of the Corporation.

NOW, THEREFORE, the undersigned, being the sole incorporator hereinbefore named, for the purpose of forming a corporation under the Florida Professional Service Corporation and Limited Liability Company Act has executed these Articles of Incorporation this 24th day of May 2005.

By: 
Aaron A. Farmer, Incorporator

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

1. The name of the corporation is: OBSTETRICS AND GYNECOLOGY ASSOCIATES OF COLLIER COUNTY, P.A.

2. The name and address of the registered agent and office is:

Fowler White Boggs Banker P.A.
5811 Pelican Bay Blvd., Ste 600
Naples, FL 34108

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.

FOWLER WHITE BOGGS BANKER P.A.
Initial Registered Agent

By: 
Aaron A. Farmer

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