

P06000059498

(Requestor's Name)

(Address)

(Address)

William F. Fisher

Phone 407 945-8622

ny

116 Howard Dr.

116 Park

State

FL

ZIP

32789

(Business Entity Name)

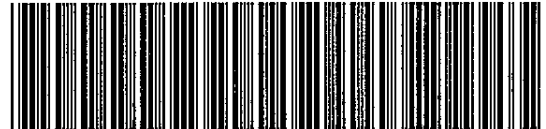
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2006 APR 26 AM 8:25

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1 APR 27 2006

April 24, 2006

**VIA FEDERAL EXPRESS**

Department of State  
Division of Corporations  
Clifton Building  
2551 Executive Center Circle  
Tallahassee, FL 32301

**Re: Pediatric Hospitalist Service, P.A. – Articles of Incorporation**

Dear Sir or Madam:

Enclosed please find the original and one copy of the signed Articles of Incorporation for Pediatric Hospitalist Service, P.A. (the "Corporation") and the executed Certificate of Registered Agent for the Corporation. Please file these documents as soon as possible in order to establish the Corporation's existence.

Also enclosed is payment in the amount of \$78.75 for the \$35.00 filing fee for the Articles of Incorporation, the \$35.00 Registered Agent Designation fee, and the \$8.75 fee for a certified copy of the Articles of Incorporation. Please send the certified copy of the Articles of Incorporation to the Corporation's principle place of business address.

Should you have any questions regarding this matter, please do not hesitate to contact me at (407) 948-8622.

Sincerely,



William R. Prather, M.D.

Enclosures

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**ARTICLES OF INCORPORATION  
OF  
PEDIATRIC HOSPITALIST SERVICE, P.A.**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned being above the age of eighteen (18) years of age and competent to contract, for the purposes of organizing a professional association pursuant to Chapter 621, Florida Statutes, and the laws of the State of Florida, does hereby adopt the following Articles of Incorporation for Pediatric Hospitalist Service, P.A. (the "Corporation"), and does hereby agree and certify as follows:

**ARTICLE I  
NAME & PRINCIPAL OFFICE**

The name of this Corporation shall be Pediatric Hospitalist Service, P.A., and its principal place of business shall be located initially at 2110 Howard Drive, Winter Park, Florida 32789.

**ARTICLE II  
COMMENCEMENT OF CORPORATE EXISTENCE**

The Corporation's effective date shall be and the Corporation will be established as of the date of filing of these Articles of Incorporation by the Florida Division of Corporations, and the Corporation shall have perpetual existence unless sooner dissolved according to law.

**ARTICLE III  
GENERAL PURPOSE: GENERAL POWERS**

The primary purpose for which this Corporation is organized is to engage in every phase and aspect of the business of rendering professional medical services to the public. 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 provide such services. Provided, however, that the purposes of this Corporation shall be determined to include, without limitation, the following:

1. To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
2. To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.
3. To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

4. To purchase or otherwise acquire letters patent, concessions, licenses, inventions, rights and privileges, subject to royalty or otherwise, and whether exclusive, nonexclusive, or limited, or any part interest in any of the foregoing, whether in the United States or in any other part of the world; to sell, let, or otherwise grant any patent rights, concessions, licenses, inventions, rights or privileges or any interest in any thereof; to register any patent or patents for any invention or inventions, or obtain exclusive or other privileges in respect of the same, in any part of the world, and to apply for, exercise, use or otherwise deal with any patent rights, concessions, monopolies, or other rights or privileges either in the United States or in any other part of the world; to manufacture and produce, and trade and deal in all machinery, plant, articles, appliances, and other things capable of being manufactured, produced or traded in by virtue of or in connection with any such letters patent, concessions, licenses, inventions, rights, or privileges as aforesaid.

5. To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as its Board of Directors may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

6. To enter into, make, receive assignments of, grant assignments of, and perform contracts of every nature and kind for any lawful purpose.

7. To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida Business Corporation Act or by other applicable law within or without this state.

8. To elect or appoint officers and agents and define their duties and fix their compensation.

9. To make and alter bylaws, not inconsistent with its articles of incorporation, amended articles of incorporation or with the laws of the State of Florida, for the administration and regulation of its affairs.

10. To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries.

11. To have and exercise all powers necessary or convenient to affect its general purpose.

The foregoing paragraphs shall be construed as enumerating both the objectives and purposes of this Corporation. It is hereby expressly provided that the foregoing enumerations of specific purposes shall not be held to limit or restrict in any manner the purposes of this Corporation otherwise permitted by law. This Corporation shall have all the corporate powers enumerated in the Florida Business Corporation Act and nothing herein shall be construed as limiting or eliminating any such powers.

## **ARTICLE IV CAPITAL STOCK**

1. **Number of Shares Authorized; Par Value.** This Corporation is authorized to issue 10,000 shares of common stock having a par value of One Dollar (\$1.00) per share. None of the shares of this Corporation may be issued to any person or entity other than an individual duly licensed as a medical doctor or osteopathic physician under the laws of the State of Florida, except as may be otherwise permitted by law.

2. **Voting Rights.** The holders of common stock shall possess and exercise exclusive voting rights at all meetings of the shareholders, each record holder of such stock shall be entitled to one vote for each share held. Shareholders holding common stock shall have no cumulative voting rights in any election of directors of the Corporation.

3. **Consideration for Issuance of Stock.** The Board of Directors of the Corporation may from time to time issue the authorized stock of the Corporation, or any part thereof, for such consideration as it may deem equivalent to or in excess of the par value thereof. The authorized stock of the Corporation may be paid for, in whole or in part, in cash, promissory notes or other property, tangible or intangible, or in labor or services actually performed for the Corporation at a fair valuation placed on such property or services by the Board of Directors. Future services evidenced by a written agreement may constitute payment or part payment for the issuance of stock of the Corporation.

## **ARTICLE V REGISTERED OFFICE AND REGISTERED AGENT**

The initial registered office of this Corporation shall be located at 2110 Howard Drive, Winter Park, Florida 32789, and the initial registered agent of this Corporation at that address shall be William Prather, M.D. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Incorporation.

## **ARTICLE VI INCORPORATOR/OFFICERS/DIRECTORS**

The name and street address of the person signing these articles as the incorporator is:

William Prather, M.D.  
2110 Howard Drive  
Winter Park, FL 32789

The names and addresses of the initial officers and directors of the Corporation are:

William Prather, M.D. – President and Director  
2110 Howard Drive  
Winter Park, FL 32789

Matthew Seibel, M.D. – Vice-President and Director  
5250 Carter Road  
Lake Mary, FL 32746

Ira Pinnelas, M.D. – Secretary and Director  
115 Camphor Tree Lane  
Altamonte Springs, FL 32714

Dianna Brozyna – Treasurer and Director  
2711 Scarborough Court  
Kissimmee, FL 34744

Charlotta Langley, M.D. – Director  
11102 Lake Mineola Shores  
Clermont, FL 34711

Ian Zlatkiss, M.D. – Director  
1053 Executive Center Drive  
Orlando, FL 32803

## **ARTICLE VII BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors of the Corporation.

## **ARTICLE VIII INDEMNIFICATION**

The Corporation shall have all the powers and authority now or hereafter granted or permitted by law with respect to indemnification of directors, officers, employees and agents, and former directors, officers, employees and agents.

## **ARTICLE IX AMENDMENT**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

**ARTICLE X**  
**HEADINGS AND CAPTIONS**

The headings or captions of the various Articles in these Articles of Incorporation are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various Articles shall not be influenced by any of said headings or captions.

**IN WITNESS WHEREOF**, the undersigned does hereby make and file these Articles of Incorporation declaring and certifying that the facts stated herein are true this 24<sup>th</sup> day of April, 2006.



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William R. Prather, M.D.  
Incorporator and President

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED AGENT  
UPON WHOM PROCESS MAY BE SERVED**

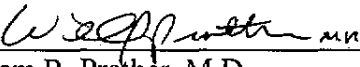
In compliance with Sections 48.091 and 607.0505, Florida Statutes, the following is submitted:

Pediatric Hospital Service, P.A. (the "Company") desiring to organize as a Florida professional association and domestic corporation and qualify under the laws of the State of Florida with its principal place of business at: 2110 Howard Drive, Winter Park, Florida 32789, has named and designated: William R. Prather, M.D., with his registered office located at 2110 Howard Drive, Winter Park, Florida 32789, as its Registered Agent to accept service of process within the State of Florida.

**ACKNOWLEDGMENT**

Having been named as Registered Agent for Pediatric Hospitalist Service, P.A. (the "Company") at the place designated in this Certificate, I hereby agree to act in this capacity, and I am familiar with and accept the obligations of Section 607.0505, Florida Statutes, as the same may apply to the Company. I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Company relating to the proper and complete performance of my duties as Registered Agent.

Dated this 24<sup>th</sup> day of April, 2006.

  
\_\_\_\_\_  
William R. Prather, M.D.  
Registered Agent, Pediatric Hospitalist Service, P.A.

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