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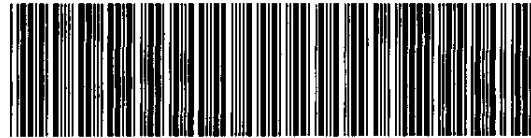
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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LAW OFFICES  
**WINTER & SCHAU, P.A.**  
2300 CORPORATE BLVD., N.W., SUITE 137  
BOCA RATON, FLORIDA 33431  
TELEPHONE (561) 994-0100  
TELEFAX (561) 241-1493

BRUCE E. WINTER, JD, LL.M. (TAX), CPA  
(ALSO ADMITTED TO PENNSYLVANIA BAR)  
MARK A. SCHAU, JD, CPA  
(BOARD CERTIFIED IN WILLS TRUSTS & ESTATES LAW)

OF COUNSEL  
LEONARD G. WEISBERG, JD, MBA, CPA  
(ALSO ADMITTED TO OHIO BAR)

PALM BEACH (561) 833-5805  
BROWARD (954) 462-1501

OFFICES IN  
NORTH PALM BEACH, FLORIDA  
TAMARAC, FLORIDA

SENT VIA UPS

October 7, 2010

Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

Re: Mayte Gierbolini, M.D., P.A.

Dear Sir or Madame:

Enclosed for filing please find one original and one copy of the Articles of Incorporation and Registered Agent Designation for the above-referenced together with our firm's check in the amount of \$78.75 for your filing fee and certified copy fee. Please forward a certified copy of the Articles of Incorporation to the undersigned in the self-addressed stamped envelope provided.

Thank you for your assistance with this matter.

Very truly yours,

Mark A. Schaum, Esquire  
MAS/nls  
Enclosures

## COVER LETTER

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

SUBJECT: MAYTE GIERBOLINI, M.D., P.A.

(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

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

☐ \$70.00 Filing Fee  
☐ \$78.75 Filing Fee  
& Certificate of Status

<input checked="" type="checkbox"/> \$78.75 Filing Fee & Certified Copy	<input type="checkbox"/> \$87.50 Filing Fee, Certified Copy & Certificate of Status
<b>ADDITIONAL COPY REQUIRED</b>	

FROM: Mark A. Schaum, Esquire

Name (Printed or typed)

2300 Corporate Blvd., N.W., Suite 137

Address

Boca Raton, FL 33431

City, State & Zip

(561) 994-0100 (4)

Daytime Telephone number

maytegierbolini@gmail.com

E-mail address: (to be used for future annual report notification)

**NOTE: Please provide the original and one copy of the articles.**

**ARTICLES OF INCORPORATION  
OF  
MAYTE GIERBOLINI, M.D., P.A.**

APPROVED  
AND  
FILED

10 OCT -8 PM 2:55

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I — NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of the Corporation is MAYTE GIERBOLINI, M.D., P.A. The principal place of business of the Corporation is 555 E. Christina Boulevard, Lakeland, Florida 33813.

**ARTICLE II — REGISTERED OFFICE AND AGENT**

The address of the registered office in the state of Florida is 555 E. Christina Boulevard, Lakeland, Florida 33813. The name of the registered agent at such address is MAYTE GIERBOLINI, M.D.

**ARTICLE III — CORPORATE PURPOSES, POWERS, AND RIGHTS**

3.1 The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in the practice of medical services in the field of radiology and any lawful act or activity for which a professional service corporation engaged in such profession may be organized under the Professional Service Corporation and Limited Liability Company Act and in which such a corporation is permitted to engage under other applicable law.

3.2 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.

## **ARTICLE IV — CAPITAL STOCK**

**4.1 The total number of shares of capital stock the Corporation has the authority to issue is 10,000 shares of Common Stock (“Common Stock”), \$1.00 par value per share.**

**4.2 The designations, voting powers, preferences, and relative, participating, optional, or other special rights, and qualifications, limitations, or restrictions of the above stock are as follows:**

**(a) The holders of the Common Stock are entitled to receive, to the extent permitted by law, such dividends as may be declared from time to time by the Board of Directors.**

**(b) In the event of the voluntary or involuntary liquidation, dissolution, distribution of assets, or winding up of the Corporation, after distribution in full of the preferential amounts, if any, to be distributed to the creditors and holders of shares of preferred stock, if any such stock shall be authorized herein and issued, the holders of Common Stock shall be entitled to receive all of the remaining assets of the Corporation of whatever kind available for distribution to shareholders ratably in proportion to the number of shares of Common Stock held by them respectively. The Board of Directors may distribute in kind to the holders of Common Stock such remaining assets of the Corporation or may sell, transfer, or otherwise dispose of all or any part of such remaining assets to any other corporation, trust, or other entity and receive payment therefor in cash, stock, or obligations of such other corporation, trust, or other entity, or any combination thereof, and may sell all or any part of the consideration so received and distribute any balance thereof in kind to holders of Common Stock. The merger or consolidation of the Corporation into or with any other corporation, or the merger of any other corporation into it, or any purchase or redemption of shares of stock of the Corporation of any class, shall not be deemed to be a dissolution, liquidation, or winding up of the Corporation for the purposes of this paragraph.**

(c) Each holder of Common Stock has one vote with respect to each share of stock held by the holder of record on the books of the Corporation on all matters voted upon by the shareholders.

(d) The private property of the shareholders of this Corporation shall not be subject to the payment of corporate debts, except to the extent of any unpaid balance of subscription of shares.

(e) Any person, upon becoming the owner or holder of any shares of the Common Stock or other securities having voting rights issued by this Corporation ("shareholder"), does thereby consent and agree that all rights, powers, privileges, obligations, or restrictions pertaining to such person or such securities in any way may be altered, amended, restricted, enlarged, or repealed by legislative enactments of the state of Florida or of the United States hereinafter adopted that have reference to or affect corporations, such securities, or such persons if any; and that the Corporation reserves the right to transact any business of the Corporation, to alter, amend, or repeal these Articles of Incorporation, or to do any other acts or things as authorized, permitted, or allowed by such legislative enactments.

## **ARTICLE V — INCORPORATOR**

**5.1 The name and mailing address of the incorporator of this Corporation is as follows:**

<b>Name</b>	<b>Address</b>
<b>Winter &amp; Schaum, P.A.</b>	<b>2300 N.W. Corporate Blvd., Suite 137 Boca Raton, Florida 33431</b>

**5.2 The power of the incorporator shall terminate upon the filing of the Articles of Incorporation of the Corporation with the office of the Secretary of State of Florida.**

## **ARTICLE VI — BOARD OF DIRECTORS**

**6.1 All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors, except as otherwise herein provided or reserved to the holders of Common Stock in the Bylaws of the Corporation.**

**6.2 (a) The number of members of the Board of Directors will be fixed from time to time by resolution of the Board of Directors, but (subject to vacancies) in no event may there be less than one director. Each director shall serve until the next annual meeting of shareholders.**

**(b) If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next meeting of shareholders.**

**(c) The names and mailing addresses of the persons who shall serve as directors of the Corporation until the first annual meeting of the shareholders are as follows:**

<b>Name</b>	<b>Address</b>
<b>MAYTE GIERBOLINI, M.D.</b>	<b>555 E. Christina Boulevard Lakeland, Florida 33813</b>


**ARTICLE VII — AMENDMENT**

**The Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.**

**The undersigned, for the purpose of forming a corporation under the laws of the state of Florida, does make, file, and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.**

**Dated: September 29, 2010**

**WINTER & SCHAUM, P.A.**

**BY: **

**Its Agent: MARK A. SCHAUM, ESQUIRE**

**(SEAL)**



APPROVED  
AND  
FILED

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

OCT -8 PM 2:55

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In compliance with the Florida Business Corporation Act and the Professional Service Corporation and Limited Liability Company Act, the following is submitted:

MAYTE GIERBOLINI, M.D., P.A., with its principal place of business at 555 E. Christina Boulevard, Lakeland, Florida 33813, has named MAYTE GIERBOLINI, M.D., located at 555 E. Christina Boulevard, Lakeland, Florida 33813, as its agent to accept service of process within Florida.

Having been named to accept service of process for MAYTE GIERBOLINI, M.D., P.A., at the place designated in this certificate, I hereby agree to act in this capacity, and the undersigned further agrees to comply with the provisions of all statutes relative to the proper and complete performance of such duties, and the undersigned accepts the duties and obligations of a Registered Agent under the Florida Business Corporation Act and the Professional Service Corporation and Limited Liability Company Act.

Dated: 10/1, 2010

  
\_\_\_\_\_  
By: MAYTE GIERBOLINI, M.D.