

Evet L. Simmons
Lynn D. Solomon
M. Dianne Misiak
Padrick A. Pinkney
Donna M. Douglas
(Of Counsel)
Pam E. Booker
(Law Clerk)

Law Offices of
SIMMONS & SOLOMON

Fountain Plaza
10020 S. Federal Highway
Port St. Lucie, Florida 34952
Telephone: (407) 337-3330
Facsimile: (407) 337-3332

7077 Bonneval Road, Suite 200
Jacksonville, FL 32216
Telephone: (800) 771-5297

299 Broadway, Suite 420
New York, New York 10007
Telephone: (212) 385-4840
Facsimile: (212) 385-4844

P95000001074

December 28, 1994

PLEASE REPLY TO:
10020 S. Federal Highway
Port St. Lucie, FL 34952
Telephone: (407) 337-3330

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

FILED
95 JAN -3 PM 12:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In Re: Michael Bessos, M.D., P.A.

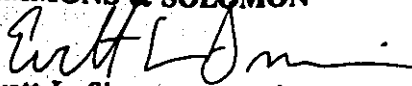
Dear Sir/Madam:

Enclosed please find the original and one copy of Articles of Incorporation for the above-named corporation. In addition, a check in the amount of \$122.50 is enclosed for the filing fee, certification fee and status report.

Please file the original of the enclosed Articles of Incorporation and return the certified copy to the undersigned. Your prompt attention to this matter would be appreciated.

Sincerely yours,

SIMMONS & SOLOMON


Evett L. Simmons, Esquire
For the Firm

FOR THE LIBRARY OF THE
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ELS/dd

Enclosures



D. BROWN JAN - 5 1995

**ARTICLES OF INCORPORATION
OF
MICHAEL BESSOS, M.D., P.A.**

FILED
95 JUN -3 PM 12:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned natural person, competent and licensed to practice medicine in the State of Florida, acting hereby as Incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of Section 607, Florida Business Corporation Act, and Section 621, Florida Professional Service Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

I

Name of Corporation, Principal Office and Mailing Address

The name of this Corporation shall be Michael Bessos, M.D., P.A. The principal office of this Corporation shall be 105 S.W. Port St. Lucie Boulevard, Suite 108, Port St. Lucie, FL 34984. The mailing address of this Corporation shall be 105 S.W. Port St. Lucie Boulevard, Suite 108, Port St. Lucie, FL 34984.

II

Purposes

The general nature and purposes of business to be transacted, promoted and carried on by the Corporation are as follows:

A. To engage in the practice of medicine as a professional corporation and to own and operate a medical clinic or medical office for the purposes of providing medical care and treatment.

B. To promote medical, surgical, and scientific research and knowledge; to furnish related laboratory and clinical services; and to own real and personal property, enter into contracts, and engage in any lawful business necessary for the rendering of such professional services.

C. To do everything necessary, proper, or convenient for the accomplishment of any of the purposes set forth in these Articles, and to do every other act incidental to the corporate purposes which is not forbidden by the laws of the State of Florida or by the provisions of these Articles of Incorporation.

The purposes of this corporation shall be carried out only through officers, employees, and agents, each of whom is duly licensed or otherwise legally qualified to render professional medical services in the State of Florida.

III

Capital Stock

A. The maximum number of shares of stock that the Corporation is authorized to have outstanding at any time shall be one thousand five hundred (1,500) shares of common stock at One Hundred (\$100.00) Dollars par value.

B. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

C. Shares of the Corporation's stock and certificates shall be issued only to physicians or professional associations wholly owned by physicians in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this Corporation.

IV

Duration

The Corporation shall have perpetual existence.

V

Registered Agent

The address of this Corporation's initial registered office is 10020 South Federal Highway, Port St. Lucie, Florida 34952, and the name of its initial Registered Agent at said address is Evett L. Simmons.

VI

Incorporator

The name and address of the Incorporator is as follows:

Michael Bessos, M.D.
100 Hampton Circle
Jupiter, FL 33458-8115

VII

Board of Directors

The Corporation shall have a Board of Directors consisting of one (1) person. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders but shall never be less than one (1). The names and addresses of the initial Directors of this Corporation are:

Michael Bessos, M.D.
100 Hampton Circle
Jupiter, FL 33458-8115

VIII

Informal Shareholder Action

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the Corporation as part of the corporate records.

IX

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 his continued rendering of such professional services, he or she 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 him or her all amounts owing and lawfully due to him by the Corporation, except that such shares shall not be entitled to dividends.

X

Informal Director Action

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the Corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

XI

Indemnification

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

XII

Bylaw Amendment

The power to adopt, alter, amend or repeal the Bylaws of this Corporation shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of Florida governing a Professional Service Corporation.

In Witness Whereof, the undersigned Incorporator has executed these Articles of Incorporation this 9th day of December, 1994.

By: Michael Bessos
MICHAEL BESSOS

State of Florida
County of St. Lucie

The Foregoing Instrument was acknowledged before me this 19th day of December 1994, by MICHAEL BESSOS, who after producing Florida Driver's License # B220-540-52-205-D, is known to be the person who executed the foregoing **ARTICLES OF INCORPORATION**, as the Incorporator, who acknowledged to and before me that he executed the same for the uses and purposes therein mentioned and set forth.

In Witness Whereof, I have hereunto set my hand and seal this 19th day of December 1994.

Diane Dustin
NOTARY PUBLIC-State of Florida
My Commission Expires:



**CERTIFICATE DESIGNATING PLACES OF BUSINESS
OR DOMICILE FOR THE SERVICES OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

FILED
95 JAN -3 PM 12:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That **MICHAEL BESSOS, M.D., P.A.**, a Corporation for Profit, has named **EVETT L. SIMMONS, ESQUIRE, 10020 South Federal Highway, Port St. Lucie, Florida 34952**, as its agent to accept service of process within this state. Having been named to accept service of process for the above Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



EVETT L. SIMMONS, ESQUIRE