

P95000006217

KEVIN I. DOWNEY
ATTORNEY AT LAW
9031 N.W. 41ST STREET, SUITE A-8
GAINESVILLE, FLORIDA 32606
(800) 373-4554

January 11, 1995

Secretary of State
Corporate Division
The Capitol
Tallahassee, Florida, 32304

Re: Advanced Orthopaedics, P.A.

Gentlemen:

1-20-95

FILED
1995 JAN 24 PM 4:38
TALLAHASSEE, FL

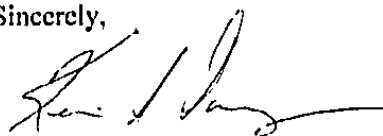
I am enclosing herewith an original and a copy of the Articles of Incorporation for the above named corporation. In addition, a check in the sum of \$122.50 is enclosed which represents the following fees:

Filing Fee	\$ 35.00
Certified Copy	\$ 52.50
Registered Agent Fee	\$ 35.00
Total	\$ 122.50

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Your prompt attention to this matter would be appreciated.

Sincerely,



Kevin I. Downey

Enclosures (2)

POB 1/24/95
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5/2/95
1195-984

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 13, 1995

KEVIN I. DOWNEY
2631 NW 41ST ST.
SUITE A-2
GAINESVILLE, FL 32606

SUBJECT: ADVANCED ORTHOPAEDICS, P.A.
Ref. Number: W95000000981

We have received your document for ADVANCED ORTHOPAEDICS, P.A. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6929.

Brendolyn Bruton
Corporate Specialist

Letter Number: 195A00001614

KEVIN I. DOWNEY

ATTORNEY AT LAW

9031 N.W. 41ST STREET, SUITE A-9
GAINESVILLE, FLORIDA 32606

(904) 370-4554

January 20, 1995

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

FILED
1995 JAN 24 PM 4:38
TALLAHASSEE, FLA

Re: Laurence W. Schwartz, D.O., P.A.

Gentlemen:

I resubmit the original and a copy of the enclosed Articles of Incorporation, under a substituted name, Laurence W. Schwartz, D.O., P.A.

Please recall that a check was previously submitted for this filing in the sum of \$122.50 is enclosed which represents the following fees:

Filing Fee	\$ 35.00
Certified Copy	\$ 52.50
Registered Agent Fee	<u>\$ 35.00</u>
Total	\$ 122.50

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Your prompt attention to this matter would be appreciated.

Sincerely,



Kevin I. Downey

Enclosures (2)

ARTICLES OF INCORPORATION
of
Laurence W. Schwartz, D.O., P.A.

The undersigned natural person, acting hereby as Incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of Chapter 607, Florida Business Corporation Act, and Chapter 621, Florida Professional Service Corporation Act, of the Florida Statutes, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I

Name of Corporation, Principal Office, and Mailing Address

The name of the corporation is Laurence W. Schwartz, D.O., P.A.

The principal office and mailing address of this corporation will be 1476 West International Speedway Boulevard, Daytona Beach, Florida 32114.

ARTICLE II
Purposes

EFFECTIVE DATE
1-20-95

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

- a) To engage in every aspect in the practice of Orthopaedics, and all its fields of specialty.
- b) To engage and render the professional services involved only through its officers, agents, and employees who shall be physicians in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.
- c) To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.
- d) To engage in no other business other than the rendition of the professional services specified herein.
- e) To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

ARTICLE 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 Hundred (100) shares of common stock with a par value of One Dollar (\$1.00) per share.
- b) The consideration to be paid for each share shall be payable in lawful money or property, labor or services.
- c) Shares in this corporation's stock shall be issued only to doctors of medicine in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.
- d) All shareholders shall have preemptive rights in future stock sales by the corporation.

ARTICLE IV
Duration

The corporation shall have perpetual existence, commencing on the date of execution of these articles.

ARTICLE V
Initial Registered Agent

The name and address of this corporation's initial Registered Agent is:

Kevin I. Downey
2631 N.W. 41st Street, Suite A-2
Gainesville, Florida 32606

ARTICLE VI
Incorporator

The name and address of the Incorporator is:

Kevin I. Downey
2631 N.W. 41st Street, Suite A-2
Gainesville, Florida 32606

ARTICLE VII
Board of Directors

The corporation shall have an initial 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. The name and address of the initial Director of this corporation is:

Laurence W. Schwartz, D.O.
1476 West International Speedway Boulevard
Daytona Beach, Florida 32114

ARTICLE 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.

ARTICLE IX
Severance and Termination of Employment

If any officer, stockholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which this corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, then he shall forthwith sever all employment with this 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 or other shareholders shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

ARTICLE 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.

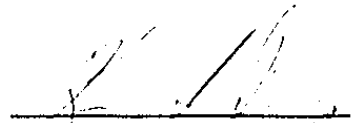
ARTICLE XI
Indemnification

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


ARTICLE 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 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 in the State of Florida, on January 20, 1995.


Kevin I. Downey, Incorporator

Having been named as registered agent for the above-styled corporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I accept the duties and obligations of Section 607.0505, Florida Statutes (1993).


Kevin I. Downey
Registered Agent

FILED
1995 JAN 24 PM 4:38
TALLAHASSEE, FLORIDA