P95000008074

MERRITT & MASON

PROFESSIONAL ASSOCIATION
101 SOUTH MAIN STREET
POST OFFICE BOX 1900
BROOKSVILLE, FLORIDA 34605-1900
(904) 796-0795
FACSIMILE (904) 796-0235

JOSEPH M. MASON, JR.
DANIEL B. MERRITT, SR.

JOHN M. KELLER
DANIEL B. MERRITT, JR.

4090 COMMERCIAL WAY
SUITE 13
SPRING HILL, FLORIDA 34606-2397
(904) 686-1028
PLEASE REPLY TO:
BROOKSVILLE

December 21, 1994

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

S00001362815
-12/27/94--01001--008
****131.25 ****131.25

RE: Articles of Incorporation
~~Medical Arts Services, Inc.~~

Dear Sirs:

Please find enclosed for filing Articles of Incorporation together with a check in the amount of $131.25 to cover the filing fee, designation of resident agent, certified copy and certificate under seal.

If any other information is needed to complete this incorporation, please advise. If you have any questions, please feel free to contact me.

Sincerely,

MERRITT & MASON, P.A.

Daniel B. Merritt, Jr.

Daniel B. Merritt, Jr.

DMC 1-20-95

502,

LAW OFFICES
MERRITT & MASON
PROFESSIONAL ASSOCIATION
101 SOUTH MAIN STREET
POST OFFICE BOX 1900
BROOKSVILLE, FLORIDA 34605-1900
(904) 796-0795
FACSIMILE (904) 796-0235

JOSEPH M. MASON, JR.
DANIEL B. MERRITT, SR.

JOHN M. KELLER
DANIEL B. MERRITT, JR.

4090 COMMERCIAL WAY
SUITE 13
SPRING HILL, FLORIDA 34606-2397
(904) 686-1026
PLEASE REPLY TO:
BROOKSVILLE

January 17, 1995

Department of State
Division of Corporations
c/o Brendolyn Bruton
P.O. Box 6327
Tallahassee, FL 32314

RE: Articles of Incorporation
Medical Arts Professional Health Services, Inc.

Dear Ms. Bruton::

Please find enclosed for filing Articles of Incorporation Medical Arts Professional Health Services, Inc.. A check in the amount of $131.25 to cover the filing fee, designation of resident agent, certified copy, and certificate under seal was previously provided. Also enclosed is a copy of your letter dated December 28, 1994, with regard to this incorporation.

If any other information is needed to complete this incorporation, please advise. If you have any questions, please feel free to contact me.

Sincerely,

MERRITT & MASON, P.A.

Daniel B. Merritt, Jr.

Daniel B. Merritt, Jr.

\incorp.med

FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

RECEIVED
DEC 30 1994

December 28, 1994

DANIEL B. MERRITT, JR., ESQ.
P.O. BOX 1900
BROOKSVILLE, FL 34605-1900

SUBJECT: MEDICAL ARTS SERVICES, INC.
Ref. Number: W94000027352

We have received your document for MEDICAL ARTS SERVICES, INC. and your check(s) totaling $131.25. 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: 894A00054486

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

RECEIVED
JAN 26 1995
MERRITT & MASON, P.A.

January 24, 1995

DANIEL B. MERRITT, JR., ESQUIRE
MERRITT & MASON
P.O. BOX 1900
BROOKSVILLE, FL 34605-1900

SUBJECT: MEDICAL ARTS PROFESSIONAL HEALTH SERVICES, INC.
Ref. Number: W95000001597

We have received your document for MEDICAL ARTS PROFESSIONAL HEALTH SERVICES, INC. and your check(s) totaling $131.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

When this document is returned, January 20, 1995 shall be the filing date. Please accept our apologies for this oversight.

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) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 095A00002835

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

ARTICLES OF INCORPORATION

FOR

MEDICAL ARTS PROFESSIONAL HEALTH SERVICES, INC.

FILED
95 JAN 20 PM 2:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators desire to form a general business corporation under the laws of the State of Florida and, by execution of these Articles of Incorporation, do hereby accept all of the rights, privileges, benefits, and obligations conferred and imposed by said laws, and, further, do hereby adopt these Articles of Incorporation as the Charter of the Corporation hereby organized.

ARTICLE I - NAME

Section 1.1 **Designation**. The Corporation shall be a corporation for profit pursuant to Chapter 607, Florida Statutes, and its name shall be:

MEDICAL ARTS PROFESSIONAL HEALTH SERVICES, INC.

and said name shall be so registered with the Florida Department of State, Division of Corporations.

ARTICLE II - DURATION

Section 2.1 **Perpetual Existence**. The Corporation shall have perpetual existence, said perpetual existence to commence upon the filing of these Articles of Incorporation.

ARTICLE III - PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

Section 3.1 **Place of Business**. The principal place of business of the Corporation shall be located at 10441 Quality Drive, Suite 301 and 303, Spring Hill, Hernando County, Florida 34609, or at such other place as may from time-to-time be specified by the Board of Directors (the **Board**).

Section 3.2 Mailing Address. The mailing address of the corporation is 10441 Quality Drive, Suite 301 and 303, Spring Hill, Hernando County, Florida, 34601, or as from time-to-time specified by the Board.

ARTICLE IV - PURPOSE

Section 4.1 Purpose. This Corporation is organized for the purpose of engaging in all lawful businesses permitted to a corporation organized under Chapter 607, Florida Statutes, the Florida General Corporation Act, as in effect from time-to-time, including the professional practice of medicine and provision of medical related services, provision of professional counseling, therapy, and services, both physical and mental, and everything else necessary, proper, advisable, or convenient for the accomplishment thereof, including entering into business activities related to such purposes, and to do all other things incidental to said purposes or connected therewith that are not forbidden by the Florida corporation laws or by other law, or by these Articles of Incorporation, and to carry out said purpose in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that it is not forbidden by the law of the state, territory, district, or possession of the United States, or by the foreign country.

ARTICLE V - OFFICERS

Section 5.1 Officers. The affairs of the Corporation shall be managed by a President, Vice-President, Secretary, Treasurer and by such other officers, as the Board may determine in its discretion to be necessary.

Section 5.2 Appointment. The procedure for appointment of the above officers shall be as specified by the Board as from time-to-time amended.

ARTICLE VI - CORPORATE POWERS

Section 6.1 **Powers**. The Corporation shall have all the powers set forth in Chapter 607, the Florida Business Corporation Act, as in effect from time-to-time, and such other powers as allowed by law.

ARTICLE VII - STOCK

Section 7.1 **Shares**. The Corporation is authorized to issue One-Thousand (1,000) shares of Capital Stock having a par value of One Dollar ($1.00) per share payable in lawful money of the United States of America or in other property, tangible or intangible, or in labor or services actually performed for the Corporation at a just valuation to be fixed by the Board. The authorized and/or issued Capital Stock of the Corporation may at any time be increased or decreased as provided by the laws of the State of Florida. The sum of the par value of all shares of Capital Stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

Section 7.2 **Dividends**. The holders of the outstanding Capital Stock shall be entitled to receive, when and as declared by the Board, dividends payable either in cash or in property solely out of the unreserved and unrestricted earned surplus of the Corporation, and dividends payable in shares of the Capital Stock of the Corporation solely out of any unreserved and unrestricted surplus of the Corporation, as provided by the laws of the State of Florida.

Section 7.3 **Classes or Series of Stock**. The shares of Capital Stock of the Corporation may not be divided into either classes or series.

ARTICLE VIII - AMENDMENT

Section 8.1 **Procedure**. Unless otherwise set forth herein, the Corporation reserves the right, in accordance with the laws of the State of Florida governing Corporations, to amend, alter, modify, or repeal any provision or provisions contained in these Articles of Incorporation, or any amendment thereto, and any rights conferred upon any stockholders are subject to this reservation.

ARTICLE IX - INITIAL REGISTERED AGENT AND ADDRESS

Section 9.1 **Registered Agent and Address**. Subject to change from time-to-time by the Board, the street address of the registered agent of this Corporation is 101 S. Main St., P.O. Box 1900, Brooksville, Hernando, Florida, 34601, and DANIEL B. MERRITT, JR., Esq., shall be the initial Registered Agent of the Corporation at that address.

ARTICLE X - INCORPORATORS AND INITIAL BOARD OF DIRECTORS

Section 10.1 **Designation**. This Corporation shall have two (2) Directors initially. The number of directors may be either increased or decreased from time-to-time by action in accordance with the Bylaws of the Corporation as from time-to-time adopted or amended by the Board of Directors. The name and address of the incorporators and of the initial Directors of the Corporation, who shall serve as Directors until respective successors are elected and have qualified pursuant to the Bylaws of the Corporation, are;

Louis A. Dieffenbach, M.D.
2016 Monica Ave.
Spring Hill, FL 34609

Thair R. Dieffenbach, Ph.D.
2016 Monica Ave.
Spring Hill, FL 34609

ARTICLE XI - INDEMNIFICATION

Section 11.1 **Officers, Directors, and Employees**. The Corporation, by the adoption of appropriate provisions in its Bylaws, may indemnify any officer, director, or employee of the Corporation, or any former officer, director, or employee of the Corporation, to the full extent permitted by and as set forth in the Florida General Corporation Act.

ARTICLE XII - BYLAWS

Section 12.1 **Adoption**. The Board shall have authority to make and/or adopt bylaws for the Corporation and from time-to-time to alter, amend, and/or repeal any such bylaws adopted by it.

IN WITNESS WHEREOF, the above-named individuals has hereunto subscribed his name this 17th day of January, 1995.

L. Dieffenbach
LOUIS A. DIEFFENBACH, M.D.

Thair R Dieffenbach, PhD.
THAIR R. DIEFFENBACH, Ph.D.

STATE OF FLORIDA
COUNTY OF HERNANDO

BEFORE ME, the undersigned authority, on the 17 day of January, 1995, in the County and State aforementioned, personally appeared **LOUIS A. DIEFFENBACH, M.D.**, and **THAIR R. DIEFFENBACH, Ph.D.**, the persons who, first being by me duly sworn, deposed and said upon their oaths that they are the persons described in and who executed the foregoing Articles of Incorporation, that they executed same for the purposes therein stated, and with the intent to be thereby bound. Said person is either personally known to me or produced identification satisfactory to me (if said person produced identification, same is described as follows: Prsonally Known).

Janis Cavalier
JANIS CAVALIER (Printed Name)
Notary Public, State of Florida

My Commission Expires:

OFFICIAL NOTARY SEAL
JANIS CAVALIER
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC203688
MY COMMISSION EXP. MAY 26,1996

FILED

95 JAN 20 PM 2:38

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

In compliance with Section 48.091, Florida Statutes, the following is submitted:

MEDICAL ARTS PROFESSIONAL HEALTH SERVICES, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 10441 Quality Drive, Suite 301 and 303, Spring Hill, Hernando County, Florida 34609, has named **DANIEL B. MERRITT, JR., Esq.**, located at 101 S. Main St., P.O. Box 1900, Brooksville, Hernando County, Florida, 34601, as its agent to accept service of process within the State of Florida.

Signature: [signature]
LOUIS A. DIEFFENBACH, M.D.

[signature] Thair R Dieffenbach, PhD.
THAIR R. DIEFFENBACH, Ph.D.

Title: Incorporators

Date: Jan 17, 1995

ACCEPTANCE OF RESIDENT AGENT

Having been named as resident agent to accept service of process for **MEDICAL ARTS PROFESSIONAL HEALTH SERVICES, INC.**, at the place designated in these Articles, I hereby accept such designation pursuant to Section 607.0501(3), Florida Statutes, and agree to act in such capacity and further state that I am familiar with the obligations of that position, and I agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as such officer.

Signature: Daniel B. Merritt
DANIEL B. MERRITT, JR., Esq.

Date Jan 17, 1995

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