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KENNETH N. JACOBY  
ANTHONY N. BRIMO

P95000008133

January 24, 1995

Corporate Records Bureau  
Division of Corporations  
Secretary of State  
P.O. Box 6327  
Tallahassee, Florida 32301

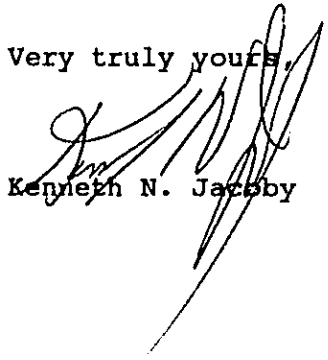
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-01/27/95--01016--006  
\*\*\*\*122.50 \*\*\*\*122.50

To whom it may concern,

Enclosed please find the original and one copy of the Articles of Incorporation of HARLAN E. PETTIT, M.D., P.A. to be filed with your office. Also enclosed is our check in the amount of \$122.50 for the filing fee in this matter.

Thank you for your assistance in this matter.

Very truly yours,

  
Kenneth N. Jacoby

Enclosures

KNJ/lac

FILED  
1995 JAN 26 PM 2:00  
TALLAHASSEE, FLORIDA

DB 1/31/95

ARTICLES OF INCORPORATION  
OF

HARLAN E. PETTIT, M.D., P.A.

FILED

1995 JAN 26 PM 2:00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, and a physician, duly licensed to render services as such, under the laws of the State of Florida, hereby presents these Articles for the formation of a corporation under the Professional Service Corporation Act, Florida Statutes 621.01 et. seq., and other laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is: HARLAN E. PETTIT, M.D., P.A.

ARTICLE II - NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is:

To engage in every phase and aspect of the business of rendering the same professional services to the public that a physician, duly licensed under the laws of the State of Florida is authorized to render, but such professional services shall be rendered only through officers, employees and agents who are duly licensed under the laws of the State of Florida to practice medicine therein.

To invest the funds of the corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and to own real and personal property necessary for the rendering of professional services.

To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these

Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the corporation, and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or the attainment of the objects or the furtherance of such purposes or object of the corporation.

The foregoing paragraphs shall be construed as enumerating both objects and purposes of the corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this corporation otherwise permitted by law.

#### ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is five hundred (500) shares of common stock having a par value of One Dollar (\$1.00) per share.

#### ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this corporation will begin business is \$500.00.

#### ARTICLE V - TERM OF EXISTENCE

This corporation shall have perpetual existence.

#### ARTICLE VI - ADDRESS

The initial address of the principal office of this corporation in the State of Florida is 141 SAINT CROIX AVENUE, COCOA BEACH, Florida 32931. The Board of Directors may from time to time move the principal office to any other address in Florida.

#### ARTICLE VII - REGISTERED AGENT

The initial registered agent of this corporation is Kenneth N.

Jacoby, P.A. and the registered office is located at 1423 South Patrick Drive, Satellite Beach, Florida 32937.

#### ARTICLE VIII - DIRECTORS

This corporation shall have one (1) director initially. The number of Directors may be increased or diminished from time to time, by By-Laws adopted by Stockholders, but shall never be less than one (1).

#### ARTICLE IX - INITIAL DIRECTOR

The name and address of the member of the first Board of Directors is:

Name	Address
HARLAN E. PETTIT, M.D.	141 Saint Croix Avenue Cocoa Beach, Fl. 32931

#### ARTICLE X - SUBSCRIBERS

The name and address of each subscriber of these Articles of Incorporation, who is a medical doctor, duly licensed under the laws of the State of Florida to render medical services as such and the number of shares of stock he agrees to subscribe is:

Name	Address	Shares
Harlan E. Pettit, M.D.	141 Saint Croix Avenue Cocoa Beach, Fl. 32931	500

Said subscriber alleges and certifies that the total value of said stock subscription will not be less than the amount of capital with which the corporation will begin business, as set forth in Article IV thereof.

#### ARTICLE XI - AMENDMENT

These Articles of Incorporation may be amended in the manner

provided by law. Every amendment shall be approved by the Board of Directors, proposed by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of shareholders are subject to this reservation.

#### ARTICLE XII - LIMITATIONS ON CORPORATE STOCK

The Shareholders of this corporation shall have the power to include in the By-Laws adopted by a three-fourth (3/4) majority of the Shareholders of this corporation any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding shares of this corporation by any of its Shareholders, or in the event of the death of any of its Shareholders. The manner and form, as well as relevant terms, conditions and details hereof, shall be determined by the Shareholders of this corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless existence of such provision shall be plainly written upon the certificate evidencing the ownership of said stock.

#### ARTICLE XIII - ADDITIONAL CORPORATE POWERS

In furtherance, and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objects hereinabove stated, the corporation shall have all and singular the following powers:

A. The corporation shall have the power to enter into, or become a partner in, any arrangement for sharing profits, union of interest, or cooperation, joint venture or otherwise, with any person, firm, or

corporation to carry on any business which this corporation has the direct or incidental authority to pursue.

B. The corporation shall have the power to deny to the stockholders the common stock of this corporation any pre-emptive right to purchase or subscribe to any new issues of any type stock of this corporation.

C. The corporation shall have the power to enter into, for the benefit of its employees, one or more of the following:

(1) A Pension Plan, (2) A Profit-Sharing Plan, (3) A Stock Bonus Plan, (4) A Thrift and Savings Plan, (5) A Restricted Stock Option Plan, (6) A Medical Reimbursement Plan or (7) other retirement, expense reimbursement or incentive compensation plans.

#### ARTICLE XIV - VOTING TRUSTS

No shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting in another the authority to exercise the voting power of any or all of his shares.

#### ARTICLE XV - AMENDMENT - NATURE OF BUSINESS

In the event the ownership of shares of the corporation shall be transferred into the hands of others who are not qualified to own such shares under the provisions of the Professional Service Corporation Act, the members of the Board of Directors of this corporation shall have the power to fill any vacancy existing in the Board of Directors; and all of the Directors and all of the Shareholders of the corporation shall have the power to amend these Articles of Incorporation to effect a change in the nature of business provided in Article II herein, so that this corporation shall have the power to conduct any business authorized by Chapter 607 of the Florida Statutes except that the corporation shall not conduct a banking, safe

deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition provided all of the Directors and all of the Shareholders sign a written statement manifesting their intention that the amendment of these Articles of Incorporation therein set forth be made, and the said written statement is filed in the office of the Secretary of State in accordance with the provisions of Chapter 607 of the Florida Statutes.

IN WITNESS WHEREOF, the subscriber hereto has executed these Articles of Incorporation this 25<sup>th</sup> day of October, 1994.

*Harlan E. Pettit*

HARLAN E. PETTIT, H.D. - Subscriber

Acceptance by Registered Agent:  
KENNETH N. JACOBY, P.A., Registered Agent

BY:

*Kenneth N. Jacoby*  
KENNETH N. JACOBY, President

STATE OF FLORIDA

COUNTY OF BREVARD

I hereby certify that on this day, before me, a Notary Public duly authorized in the state and county named above to take acknowledgements, personally appeared HARLAN E. PETTIT, H.D., to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation. October 25, 1994

*James A. Corbett*  
Notary Public

My commission expires:

FILED  
1995 JAN 26 PM 2:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA