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DEPARTMENT OF STATE

STATE OF FLORIDA

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TALLAHASSEE, FL 32399

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BRADENTON FL 32406-00000000

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PHONE: (813) 748-0151

FAX: (813) 748-0158

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DOCUMENT TYPE:

FLORIDA PROFIT CORPORATION OR P.A.

NAME: BRADENTON BAR, NOSE AND THROAT ASSOCIATES, P.A.

FAX AUDIT NUMBER: H95000003010

CURRENT STATUS: REQUESTED

DATE REQUESTED: 03/16/1995

TIME REQUESTED: 10:56:55

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 1

NUMBER OF PAGES: 6

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$131.25

ACCOUNT NUMBER: 0724600000742

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T. BROWN MAR 16 1995

**ARTICLES of INCORPORATION  
FOR PROFESSIONAL CORPORATION  
BRADENTON EAR, NOSE AND THROAT ASSOCIATES, P.A.**

THE UNDERSIGNED, being competent to contract, does subscribe to these Articles of Incorporation and acts 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 Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

**I  
Name of Corporation  
Principal Office Address  
Mailing Address**

The name of the corporation shall be:

**BRADENTON EAR, NOSE AND THROAT ASSOCIATES, P.A.**

The principal office and mailing address for the corporation shall be:

**202 MANATKE AVENUE EAST, BRADENTON, FLORIDA 34208**

**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 every aspect in the medical practice of **OTO-LARYNGOLOGY**, and all its fields of specialization, as are engaged in by **OTO-LARYNGOLOGISTS**.

b. To engage and render the professional services involved only through its officers, agents and employees who shall be **OTO-LARYNGOLOGISTS** in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.

John F. Jewell, Esquire Florida Bar Number 946771  
Grimes Goebel Grimes & Hawkins, P.A.  
Post Office Box 1550  
Bradenton, FL 34208  
813-748-0151 Tel  
813-748-0158 Fax

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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.

### III Capital Stock

a. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 1,000 shares of common stock at \$.10 per share 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 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 1023 Manatee Avenue West, Bradenton, Florida 34205, and the name of its initial registered agent at said address is John D. Hawkins.

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**VI**  
**Incorporator**

The name and address of the Incorporator is as follows:

John D. Markins  
1023 Manatee Avenue West  
Bradenton, Florida 34205

**VII**  
**Board of Directors**

The corporation shall have a Board of Directors consisting of no more than one person. The number of Directors may be increased or decreased from time to time by Amendment to these Articles of Incorporation, but shall never be less than one. The names and addresses of the initial Directors of this corporation are:

Dr. Thomas W. Morrish  
202 Manatee Avenue East  
Bradenton, Florida 34208

**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**  
**Reverance 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 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

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professional services. The corporation 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.

## 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 in the State of Florida, this Sixteenth day of March, 1995.

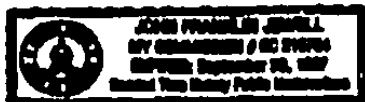
  
John D. Hawkins  
Incorporator

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STATE OF FLORIDA     )  
COUNTY OF MANATEE    )

The foregoing instrument was acknowledged before me this  
Sixteenth day of March 1995, by JOHN D. HANKINS, who is  
personally known to me.



*[Signature]*  
JOHN F. JEWELL, NOTARY PUBLIC

**ACCEPTANCE OF REGISTERED AGENT**

Pursuant to Florida Statute 48.091 and Article VII of these  
Articles of Incorporation, the undersigned registered agent, JOHN  
D. HANKINS, does hereby accept the duties as Registered Agent and  
designates his location for service of process as:

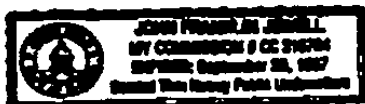
1023 MANATEE AVENUE WEST  
BRADENTON, FLORIDA 34205.

The undersigned shall serve as Registered Agent until  
otherwise removed or shall resign pursuant to the laws of the  
State of Florida.

*[Signature]*  
JOHN D. HANKINS

STATE OF FLORIDA     )  
COUNTY OF MANATEE    )

The foregoing instrument was acknowledged before me this  
Sixteenth day of March 1995, by JOHN D. HANKINS, who is  
personally known to me.



*[Signature]*  
JOHN F. JEWELL, NOTARY PUBLIC

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