

P95000023879

1201 HAYS STREET
TALLAHASSEE FL 32301

800-342-8086



ACCOUNT NO. : 072100000002
REFERENCE : 565605 5315A
AUTHORIZATION : Patricia Pizzuto
COST LIMIT : \$ 122.50

ORDER DATE : March 24, 1995
ORDER TIME : 9:48 AM
ORDER NO. : 565605
CUSTOMER NO: 5315A

800001488888

CUSTOMER: Don Weinbren, Esq
TRENAM KENKER SCHARF BARKIN
FRYE O'NEILL & MULLIS, P.A.
2700 Barnett Plaza
101 East Kennedy Boulevard
Tampa, FL 33602

DOMESTIC FILING

P95000023879

NAME: DIAGNOSTIC CLINIC MEDICAL
GROUP, P.A.

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS:

DM
3-24-95
02/A

95 MAR 24 11:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

ARTICLES OF INCORPORATION
OF
DIAGNOSTIC CLINIC MEDICAL GROUP, P.A.

FILED
95 MAR 24 AM 11:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a professional corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation shall be:

DIAGNOSTIC CLINIC MEDICAL GROUP, P.A.

ARTICLE II

Principal Office and Mailing Address

The address of the principal office and the mailing address shall be:

1551 West Bay Drive
Largo, Florida 34640

ARTICLE III

Business and Purposes

The general nature of the business to be transacted by this corporation, or the objects or purposes of the corporation, shall be as follows:

- (a) to engage solely and specifically in the business of carrying on the general practice of medicine and the provision of related healthcare services;
- (b) to invest in real estate, mortgages, stocks, bonds or any other type of investments;
- (c) to own real and personal property necessary for the rendering of the above professional services;
- (d) to borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges or franchises, or for other lawful purposes; to issue promissory notes and other obligations and evidences of indebtedness payable at a specified time or times and secured by mortgages or otherwise; and
- (e) in general, to have and exercise all powers conferred by the laws of Florida upon professional corporations, and to do any and all things hereinabove set forth to the same extent as a natural person might or could do.

ARTICLE IV

Capital Stock

- (a) The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 100,000 shares of common stock with a par value of \$.01 per share. Each share of stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. This

corporation may not issue shares of capital stock without the approval of its Board of Directors, and the consideration for the issuance of the shares of capital stock may be paid, in whole or in part, in cash, in other property (tangible or intangible), in labor or services actually performed for this corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

(b) Each shareholder must be duly licensed or otherwise legally authorized to practice medicine in the State of Florida.

(c) In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE IV

Existence of Corporation

This corporation shall have perpetual existence.

ARTICLE V

Registered Office and Registered Agent

The initial registered office of this corporation shall be located at 101 East Kennedy Boulevard, Suite 2700, Tampa, Florida 33602, and the initial registered agent of this corporation at such office shall be Don B. Weinbren. This corporation shall have the

right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE VI

Board of Directors

The Board of Directors of this corporation shall consist of at least five (5) members, the exact number of directors to be fixed from time to time by the stockholders or the by-laws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors at a meeting at which a quorum is present shall be the act of the directors, subject to any special voting requirements as may be specified in the by-laws or a stockholders' agreement. Subject to the by-laws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders, but each director must be an individual who is duly licensed or otherwise legally authorized to practice medicine in the State of Florida. The stockholders of this corporation may remove any director from office at any time

with or without cause in accordance with the provisions of the by-laws.

ARTICLE VII

Initial Board of Directors

The initial Board of Directors shall consist of five (5) members, each such member to hold office until her or his successor or successors have been duly elected and qualify. The names and street addresses of the initial directors are:

<u>Name</u>	<u>Address</u>
H. Charles Campbell, M.D.	1551 West Bay Drive Largo, Florida 34640
Robert J. Heller, M.D.	1551 West Bay Drive Largo, Florida 34640
Cynthia Huffman, M.D.	1551 West Bay Drive Largo, Florida 34640
Michael J. Thompson, M.D.	1551 West Bay Drive Largo, Florida 34640
William M. Wason, M.D.	1551 West Bay Drive Largo, Florida 34640

ARTICLE VIII

Incorporator

The name and street address of the incorporator making these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Don B. Weinbren	101 East Kennedy Boulevard Suite 2700 Tampa, Florida 33602

ARTICLE IX

Bylaws

(a) The power to adopt the by-laws of this corporation, to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation; provided, however, that any by-law or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new by-law in lieu thereof may be adopted by vote of the stockholders, and the stockholders may prescribe in any by-law made by them that such by-law shall not be altered, amended or repealed by the Board of Directors.

(b) The by-laws of this corporation shall be for the government of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

ARTICLE X

Amendment of Articles of Incorporation

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all

rights conferred upon the stockholders herein are subject to this reservation.

ARTICLE 1.

Affiliated Transactions

The provisions of Section 607.0901, Florida Statutes, relating to affiliated transactions, shall be inapplicable to this corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles for the uses and purposes therein stated.



DON B. WEINBREN

DIAGNOSTIC CLINIC MEDICAL GROUP, P.A.
ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, Don B. Weinbren, having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

DATED this 23rd day of March, 1995.



DON B. WEINBREN

FILED
95 MAR 24 11:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P9500002387A

1201 HAYS STREET
TALLAHASSEE, FL 32301
907

800-342-6000

PRENTICE HALL
LEGAL & FINANCIAL SERVICES

FILED
APR 26 AM 10:10

ACCOUNT NO. : 072100000032
REFERENCE : 585468 5315A
AUTHORIZATION : Patricia Pyjts
COST LIMIT : \$ 157.50

ORDER DATE : April 26, 1995
ORDER TIME : 10:45 AM
ORDER NO. : 585468
CUSTOMER NO: 5315A

*Restated
Articles*

800001465158

CUSTOMER: Don Weinbren, Esq
Trenam Kemker Scharf Barkin
2700 Barnett Plaza
101 East Kennedy Boulevard
Tampa, FL 33602

RUSH WILL WAIT

DOMESTIC AMENDMENT FILING

NAME: DIAGNOSTIC CLINIC MEDICAL
GROUP, P.A.

4/26/95
ADH
ADH
ADH
ADH

RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY X 2

CERTIFICATE OF GOOD STANDING X 2

CONTACT PERSON: Jodie Krebs

EXAMINER'S INITIALS: _____

STATE OF FLORIDA
CORPORATION DIVISION
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT AND RESTATEMENT
OF
ARTICLES OF INCORPORATION
OF
DIAGNOSTIC CLINIC MEDICAL GROUP, P.A.

FILED
95 APR 26 AM 11:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DIAGNOSTIC CLINIC MEDICAL GROUP, P.A., a professional corporation organized and existing under the laws of the State of Florida (the "Corporation"), in order to amend and restate its Articles of Incorporation, in accordance with the requirements of Chapters 621 and 607, Florida Statutes, does hereby, by and through the undersigned, its incorporator, certify as follows:

1. The amendments to the existing Articles of Incorporation being effected hereby and incorporated in the Restated Articles of Incorporation set forth below consist of deleting the present Articles I, II, III, IV, IV, V, VI, VII, VIII, IX, X and 1. in their entirety and substituting therefor the provisions set forth below in Articles I, II, III, IV, V, VI, VII, VIII, IX, X, XI and XII of the Restated Articles of Incorporation.

2. The amendments to the Articles of Incorporation of the Corporation are being made by the incorporator pursuant to Section 607.1005, Florida Statutes, the Corporation having not yet issued shares of stock. Accordingly, shareholder action was not required.

3. These Articles of Amendment and Restatement of Articles of Incorporation of the Corporation, incorporating the amendments made by the incorporator, were approved and the restatement was adopted by the Board of Directors of the Corporation on April 22, 1995.

The following (beginning on page 2) constitutes the Restated Articles of Incorporation of this Corporation as approved by the incorporator and Board of Directors of the Corporation:

* * *

**RESTATED ARTICLES OF INCORPORATION
OF
DIAGNOSTIC CLINIC MEDICAL GROUP, P.A.**

ARTICLE I

Name

The name of this corporation shall be:

DIAGNOSTIC CLINIC MEDICAL GROUP, P.A.

ARTICLE II

Principal Office and Mailing Address

The address of the principal office and the mailing address shall be:

1551 West Bay Drive
Largo, Florida 34640

ARTICLE III

Business and Purposes

The general nature of the business to be transacted by this corporation, or the objects or purposes of the corporation, shall be as follows:

(a) to engage solely and specifically in the business of carrying on the general practice of medicine and the provision of related healthcare services;

(b) to invest in real estate, mortgages, stocks, bonds or any other type of investments;

(c) to own real and personal property necessary for the rendering of the above professional services;

(d) to borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges or franchises, or for other lawful purposes; to issue promissory notes and other obligations and evidences of indebtedness payable at a specified time or times and secured by mortgages or otherwise; and

(e) in general, to have and exercise all powers conferred by the laws of Florida upon professional corporations, and to do any and all things hereinabove set forth to the same extent as a natural person might or could do.

ARTICLE IV

Capital Stock

(a) The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 100,000 shares of common stock with a par value of \$.01 per share. Each share of stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. This corporation may not issue shares of capital stock without the approval of its Board of Directors, and the consideration for the issuance of the shares of capital stock may be paid, in whole or in part, in cash, in other property (tangible or intangible), in labor or services actually performed for this corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

(b) Each shareholder who is not an individual must be owned ultimately by one or more persons who are, and each shareholder who is an individual must be, duly licensed or otherwise legally authorized to practice medicine in the State of Florida.

(c) In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE V

Existence of Corporation

This corporation shall have perpetual existence.

ARTICLE VI

Registered Office and Registered Agent

The initial registered office of this corporation shall be located at 101 East Kennedy Boulevard, Suite 2700, Tampa, Florida 33602, and the initial registered agent of this corporation at such office shall be Don B. Weinbren. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE VII

Board of Directors

The Board of Directors of this corporation shall consist of at least one (1) member, the exact number of directors to be fixed

from time to time by the stockholders or the by-laws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors at a meeting at which a quorum is present shall be the act of the directors, subject to any special voting requirements as may be specified in the by-laws or a stockholders' agreement. Subject to the by-laws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders, but each director must be an individual who is duly licensed or otherwise legally authorized to practice medicine in the State of Florida. The stockholders of this corporation may remove any director from office at any time with or without cause in accordance with the provisions of the by-laws.

ARTICLE VIII

Initial Board of Directors

The initial Board of Directors shall consist of five (5) members, each such member to hold office until her or his successor or successors have been duly elected and qualify. The names and street addresses of the initial directors are:

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Robert J. Heller, M.D.	1551 West Bay Drive Largo, Florida 34640
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Michael J. Thompson, M.D.	1551 West Bay Drive Largo, Florida 34640
William M. Wason, M.D.	1551 West Bay Drive Largo, Florida 34640

ARTICLE IX

Incorporator

The name and street address of the incorporator making these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Don B. Weinbron	101 East Kennedy Boulevard Suite 2700 Tampa, Florida 33602

ARTICLE X

Bylaws

(a) The power to adopt the by-laws of this corporation, to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation; provided, however, that any by-law or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new by-law in lieu thereof may be adopted by vote of the stockholders, and the stockholders may prescribe in any by-law made by them that such by-law shall not be altered, amended or repealed by the Board of Directors.

(b) The by-laws of this corporation shall be for the government of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

ARTICLE XI

Amendment of Articles of Incorporation

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

ARTICLE XII

Affiliated Transactions


The provisions of Section 607.0901, Florida Statutes, relating to affiliated transactions, shall be inapplicable to this corporation.

* * *

The foregoing Restated Articles of Incorporation restate, integrate and amend, pursuant to the amendments herein, the provisions of this corporation's Articles of Incorporation as currently in effect; and there is no discrepancy between the provisions of this corporation's Articles of Incorporation, as amended hereby, and the provisions of these Restated Articles of Incorporation.

Upon the approval of these Articles of Amendment and Restatement of Articles of Incorporation by the Secretary of State of the State of Florida and the payment of all fees required by the laws of the State of Florida, this corporation's original Articles of Incorporation, as amended hereby, shall be superseded and thenceforth, the Restated Articles of Incorporation as set forth herein shall be the Articles of Incorporation of this corporation.

IN WITNESS WHEREOF, the undersigned incorporator of DIAGNOSTIC CLINIC MEDICAL GROUP, P.A. has executed these Articles of Amendment and Restatement of Articles of Incorporation this 25th day of April, 1995.



DON B. WEINBREN, Incorporator