

# P95000026112

HARRIS, BARRETT, MANN & DEW

CAREY A. AQUILINA  
C. TERESA DEANNEBOLIA  
RUSSELL E. ARTELLE  
ELORNE P. BRANN  
JACK S. CARRY  
DARCY R. CLARKE  
WILLIAM F. DAVENHOLT, JR.  
KENNETH C. DEACON, JR.  
DALE W. DELANEY  
JOHN C. DEW  
JOHN A. GRANT, JR.  
THOMAS D. GRAYES  
FRANK J. GRECO  
THOMAS M. HARRIS  
THOMAS W. HOLLAND  
MICHAEL K. HOUTZ  
JOHN D. KIRKMAN  
EVELYN F. KUTTLEN  
JOHN C. LAVENY  
SAM H. MANN, JR.  
SUSAN E. MELLINI  
GAIL P. MOULDS  
V. JEAN OWENS  
WILLIAM E. REISCHMANN, SR.  
ELIZABETH D. REPAAL  
MENE H. SULLIVAN

SUITE 750, WESTSHORE CENTER  
1718 NORTH WESTSHORE BOULEVARD  
TAMPA, FLORIDA 33607-3926

TELEPHONE (813) 287-0550  
FAX (813) 289-6331

PLEASE REPLY TO:  
Tampa Office

March 28, 1995

ST. PETERSBURG OFFICE  
SUITE 1600 SOUTHTRUST BANK BUILDING  
150 SECOND AVENUE NORTH  
R.O. DRAWER 1441  
ST. PETERSBURG, FLORIDA 33791-1441  
TELEPHONE (813) 892-3100  
FAX (813) 898-0227  
FAX (813) 894-2150

SOUTH PASADENA OFFICE  
SUITE 1, SOUTHTRUST BANK BUILDING  
1101 PASADENA AVENUE SOUTH  
SOUTH PASADENA, FLORIDA 33707-2094  
TELEPHONE (813) 892-3131  
FAX (813) 345-0342

SUN CITY OFFICE  
MARKETPLACE AT CYPRESS CREEK  
765 CORTARO DRIVE  
SUN CITY CENTER, FLORIDA 33573  
TELEPHONE (813) 633-3396  
FAX (813) 633-3397

Corporate Records Bureau  
Division of Corporations  
Department of State  
Domestic Filing Section  
Post Office Box 6327  
Tallahassee, Florida 32314

RE: CARROLLWOOD MEDICAL TOWER, INC.

Gentlemen:

Enclosed are the original and one copy of the Articles of Incorporation of CARROLLWOOD MEDICAL TOWER, INC. together with our check in the amount of \$122.50 to cover the following costs for this corporation:

<u>Item</u>	<u>Amount</u>
Filing Fees	\$35.00
Certificate of Registered Agent	35.00
Certified Copy of Charter	52.50
Total	<u>\$122.50</u>

Upon acceptance of the charters and the filing thereof by your office, please provide me with certified copies of same.

Sincerely,

HARRIS, BARRETT, MANN & DEW

Frank J. Greco, Esquire

FJG/dfl  
Enclosures

ARTICLES OF INCORPORATION  
OF  
CARROLLWOOD MEDICAL TOWER, INC.

FILE  
95 APR 30 10 00 AM  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED HEREBY MAKE, SUBSCRIBE, ACKNOWLEDGE AND FILE  
THIS CERTIFICATE FOR THE PURPOSE OF BECOMING A CORPORATION UNDER  
THE LAWS OF THE STATE OF FLORIDA.

ARTICLE I

NAME

The name of this corporation is **CARROLLWOOD MEDICAL TOWER, INC.**

ARTICLE II

PURPOSE

This corporation may engage in any activity or business permitted under the laws  
of the United States and of the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to  
have outstanding at any time is 100,000 shares of common stock of 1.00 Dollar per  
share par value.

#### ARTICLE IV

##### DURATION

This corporation is to exist perpetually, and its existence is to commence on the date of execution of these Articles of Incorporation.

#### ARTICLE V

##### PRINCIPAL OFFICE AND REGISTERED AGENT

The principal office of the corporation shall be located at 3450 E. Fletcher Avenue, Suite 130, Tampa, Hillsborough County, Florida 33613.

The name and street address of the initial registered agent of the corporation in the State of Florida is: Frank J. Greco, 1715 N. Westshore Boulevard, Suite 750, Tampa, Florida 33607. The Board of Directors may, from time to time, appoint a substitute registered agent and move the registered office or the principal office, or both, to any other address in the State of Florida.

#### ARTICLE VI

##### INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) or more director(s) as provided by the By-Laws. Initially, this corporation shall have four (4) directors, as follows:

<u>NAME</u>	<u>ADDRESS</u>
Harry Gampel	19495 Biscayne Blvd., Suite 906 Aventura, Florida 33180

Jonathan I. Wittner

3450 E. Fletcher Avenue, Suite 130  
Tampa, Florida 33613

Douglas Lobel

3450 E. Fletcher Avenue, Suite 130  
Tampa, Florida 33613

Robert Welbon

19495 Biscayne Blvd., Suite 906  
Aventura, Florida 33180

#### ARTICLE VII

#### INCORPORATORS

The name and address of the incorporator of this corporation is:

NAME

ADDRESS

Jonathan I. Wittner

3450 E. Fletcher Avenue, Suite 130  
Tampa, Florida 33613

#### ARTICLE VIII

#### INDEMNIFICATION

The corporation shall indemnify all directors and officers, whether or not then in office, who are or become a party, or are threatened to be made a party, to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative by reason of the fact that such person is or was a director or officer, or is or was serving at the request of the corporation as an officer or director against expenses (including attorneys' fees, including hourly charges for paralegals and other staff members operating under the supervision of an attorney, whether at trial or appeal), judgments, fines and amounts paid in settlement actually and reasonably

incurred by such person in connection with such action, suit or proceeding, including any appeal thereof; provided, however, that there shall be no indemnification against gross negligence or willful misconduct.

#### ARTICLE IX

##### BY-LAWS

The Initial By-Laws shall be adopted by the Board of Directors. The power to alter, amend or repeal the By-Laws or adopt new By-Laws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.


#### ARTICLE X

##### AMENDMENT

The right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, is reserved to the Board of Directors and the Shareholders as specified under the laws of Florida.

IN WITNESS WHEREOF, these Articles of Incorporation have been signed, as Incorporator, by: Jonathan I. Wittner

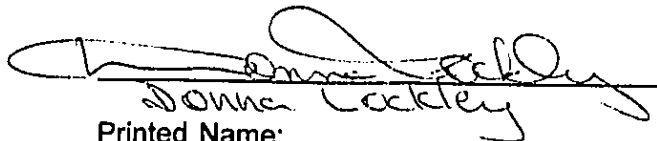
Dated this 28 day of March, 1995.

  
Jonathan I. Wittner

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 28 day of March, 1995, by Jonathan I. Wittner, who is personally known to me or who has produced NA as identification, and who did take an oath.



Printed Name:  
Notary Public  
My Commission Expires:  
Serial Number:

F:\DONNA\GRECO\CMT.INC\AOI



DONNA LOCKLEY  
My Commission CC380049  
Expires Jun. 24, 1998  
Bonded by ANG  
800-852-5878

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

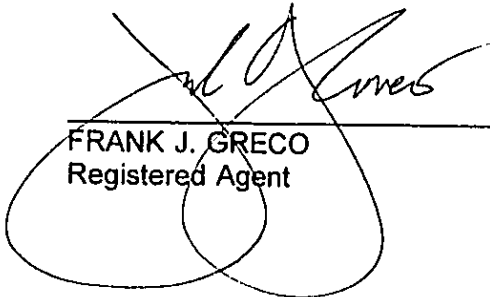
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First -- That CARROLLWOOD MEDICAL TOWER, INC., desiring to organize under the laws of the State of Florida with its principal place of business in Hillsborough County, Florida, has named FRANK J. GRECO, located at 1715 N. Westshore Boulevard, Suite 750, Tampa, Florida 33607, as its agent to accept service of process within this state.

  
JONATHAN I. WITTNER

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

  
FRANK J. GRECO  
Registered Agent

**CAPITAL CONNECTION, INC.**

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

1-1222

NAME \_\_\_\_\_

FIRM \_\_\_\_\_

ADDRESS \_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

REQUEST TAKEN CONFIRMED APPROVED

DATE \_\_\_\_\_

TIME \_\_\_\_\_ CK No. \_\_\_\_\_

BY AAK \_\_\_\_\_WALK-IN  
Will Pick Up 6-20-1200RE: Cancelled Medical95 JUN 20 11:45 46  
DIVISION OF CORPORATIONS

FEE DISBURSED

Capital Expenses \_\_\_\_\_

Company Record Service \_\_\_\_\_

Ltd. Partnership File \_\_\_\_\_

Foreign Corp. Pte \_\_\_\_\_

☒ ( ) Cert. Copy(s) \_\_\_\_\_☒ Art. of Amend. File \_\_\_\_\_

Dissolution/Withdrawal \_\_\_\_\_

C U S \_\_\_\_\_

Fictitious Name File \_\_\_\_\_

Name Reservation \_\_\_\_\_

Annual Report/Reinstatement \_\_\_\_\_

Reg. Agent Service \_\_\_\_\_

Document Filing \_\_\_\_\_

Corporate Kit \_\_\_\_\_

Vehicle Search \_\_\_\_\_

Driving Record \_\_\_\_\_

Document Retrieval \_\_\_\_\_

UCC 1 or 3 File \_\_\_\_\_

UCC 11 Search \_\_\_\_\_

UCC 1, Retrieval \_\_\_\_\_

File No.'s, \_\_\_\_\_ Copies \_\_\_\_\_

Courier Service \_\_\_\_\_

Shipping/Handling \_\_\_\_\_

Phone ( ) \_\_\_\_\_

Top Priority \_\_\_\_\_

Express Mail Prep. \_\_\_\_\_

FAX ( ) \_\_\_\_\_ pgs. \_\_\_\_\_

SUBTOTALS \_\_\_\_\_

FEE.....\$ 9.21

DISBURSED.....\$

SURCHARGE.....\$

TAX on corporate supplies.....\$

SUBTOTAL.....\$

PREPAID.....\$

BALANCE DUE.....\$

Please remit invoice number with payment  
TERMS: NET 10 DAYS FROM INVOICE DATE  
1 1/2% per month on Past Due Amounts  
Past 30 Days, 18% per Annum.THANK YOU  
from  
Your Capital Connection95 JUN 23 PM 2:03  
FILED  
TALLAHASSEE FLORIDA  
SECRETARY OF STATECorrected  
per  
Alice





FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

June 20, 1995

CAPITAL CONNECTION

TALLAHASSEE, FL

SUBJECT: CARROLLWOOD MEDICAL TOWER, INC.  
Ref. Number: P95000026112

We have received your document for CARROLLWOOD MEDICAL TOWER, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

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) 487-6957.

Joy Moon-French  
Corporate Specialist

Letter Number: 495A00030220

*corrected*

*Please put  
6-20-95  
date*

*filing*  
RECEIVED  
95 JUN 21 AM 8:56  
DIVISION OF CORPORATIONS

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
CARROLLWOOD MEDICAL TOWER, INC.**

**FILED**  
95 JUN 20 PM 2:03  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

1. The name of the corporation is Carrollwood Medical Tower, Inc. (the "Corporation").
2. Article VI of the Articles of Incorporation of the Corporation is amended to read as follows:

"ARTICLE VI

BOARD OF DIRECTORS

This corporation shall have one (1) or more director(s) as provided by the By-Laws. this corporation shall have two (2) directors, as follows:

Jonathan I. Wittner 3450 E. Fletcher Avenue, Suite 130  
Tampa, Florida 33613

Douglas Lobel 3450 E. Fletcher Avenue, Suite 130  
Tampa, Florida 33613"

3. This Amendment was recommended by the incorporator on June 19, 1995.
4. This Amendment was approved by the sole incorporator prior to the organizational meeting of the board of directors and prior to the issuance of any shares of stock.
5. This Amendment is effective June 19, 1995.

N WITNESS WHEREOF, Carrollwood Medical Tower, Inc. has caused these Articles of Amendment to be executed on this 19th day of June, 1995.

Carrollwood Medical Tower, Inc.

By:

  
Jonathan I. Wittner, Sole Incorporator