

P95000026616

DOUGLAS E. GONANO
Board Certified Real Estate Lawyer

of
GONANO & HARRELL
RIVERSIDE NATIONAL BANK BUILDING
1600 South Federal Highway, Suite 200
Fort Pierce, Florida 34950-5194
Phone (407) 464-1033
Fax (407) 464-0282

DANIEL B. HARRELL

April 3, 1995
Via Federal Express

Ms. Eddy Harillee
Landers and Parsons (904)681-0311
310 West College Avenue
Tallahassee, Florida 32302

Re: KEVIN O'LOUGHLIN, M.D., P.A.
Our File No. 1135.001

800001447068
-04/04/95--01052--015
****122.50 ****122.50

Dear Eddy:

Enclosed herewith are 2 executed copies of Articles of Incorporation in connection with the above referenced corporation along with our check to cover filing fees. Please cause the articles to be filed with the Secretary of State and return a certified copy to the attention of the undersigned via Federal Express.

Thank you for your assistance.

Sincerely,

Jo Anne Honkonen

Jo Anne Honkonen, Secretary to
DOUGLAS E. GONANO, ESQUIRE

/jah
Enclosures - as stated

EFFECTIVE DATE
4-1-95

FILED
95 APR -4 PM 12 32
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

NANCY HENDRICKS APR - 4 1995

**ARTICLES OF INCORPORATION OF
KEVIN O'LOUGHLIN, M.D., P.A.**

FILED

95 APR -4 PM 12:33

The undersigned natural person, who is licensed or otherwise duly authorized to render professional medical services in the State of Florida, hereby associates himself with the intention of forming a Professional Corporation in accordance with the Florida Professional Service Corporation Act, Chapter 621, Florida Statutes, and hereby adopts the following Articles of Incorporation for such corporation.

EFFECTIVE DATE
4-1-95

ARTICLE I - NAME

The name of the corporation is KEVIN O'LOUGHLIN, M.D., P.A.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 2100 Nebraska Avenue, Suite 205, Ft. Pierce, Florida 34950.

ARTICLE III - DURATION

This corporation shall exist perpetually commencing on the date of approval and acceptance of these Articles by the Secretary of State of Florida, unless sooner dissolved according to law. The effective date of the corporation shall be April 1, 1995.

ARTICLE IV - PURPOSE

This corporation is organized for the following purposes:

A. To render professional medical services to the general public in every phase, aspect, and manner that a doctor of medicine, 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 or otherwise duly authorized to render such professional services within the State of Florida as doctors of medicine.

B. To invest the funds of this 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 the professional services set out herein.

C. To do any and everything necessary, suitable, convenient, 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 or any amendment hereto necessary or incidental to the protection and benefit of the corporation, with all of the powers now or hereafter conferred by the laws of the State of Florida upon professional service corporations; 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 or powers of this corporation as otherwise permitted by law.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue One Thousand (1,000) Shares of Fifty Cent (\$0.50) par value common stock, which shall be fully paid and nonassessable. The stock of this corporation shall be issued, assigned, and/or transferred in strict accordance with such Bylaws as the corporation shall from time to time make with a lien reserved in favor of the corporation upon all of its capital stock for any indebtedness that may at any time be due by the holder of the same unto the corporation.

ARTICLE VI - RESTRICTIONS ON ISSUANCE AND TRANSFER OF STOCK

This corporation shall not issue any of its capital stock to any person other than an individual who is duly licensed or otherwise legally authorized to render the same professional services as those for which this corporation is incorporated. If any shareholder of this corporation becomes legally disqualified from rendering such professional service within the State of Florida or accepts employment that, pursuant to law, places restrictions or limitations upon his continued rendering of such professional service, he shall immediately dispose of any capital stock owned by him in this corporation. No shareholder of this corporation may sell or transfer his shares in this corporation except to another individual who is duly licensed or otherwise legally authorized to render the same professional services as those for which this corporation is incorporated. No shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares of capital stock in this corporation.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2100 Nebraska Avenue, Suite 205, Ft. Pierce, Florida 34950. The name of the initial Registered Agent of this corporation at that address is KEVIN O'LOUGHLIN, M.D..

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of Directors may be either increased or decreased from time to time by amending the Bylaws to reflect the same, but shall never be less than one (1). The name and address of the initial Director of this corporation is:

KEVIN O'LOUGHLIN, M.D.
2100 Nebraska Avenue, Suite 205
Ft. Pierce, Florida 34950

ARTICLE IX - INDEMNIFICATION OF DIRECTORS

A. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil or criminal, administrative or investigative, by reason of the fact that he is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement, actually and reasonably incurred by him in connection with such action, suit, or proceeding, including any appeal thereof, if he acted in good faith or in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, if he had no reasonable cause to believe his conduct was unlawful.

B. The corporation shall also indemnify any director, officer, employee, or other agent who has been successful on the merits or otherwise, in defense of any action, suit, or other proceeding, or in defense of any claim, issue, or matter therein, against all expenses, including attorneys' fees, actually and reasonably incurred by him in connection therewith, with out the necessity of an independent determination that such director, officer, employee, or agent met any appropriate standard of conduct.

C. The indemnification provided for herein shall continue as to any person who has ceased to be a director, officer, employee, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such person.

D. In addition to the indemnification provided for herein, the corporation shall have power to make other or further indemnification, except an indemnification against gross negligence or willful misconduct, under any resolution or agreement duly adopted by a majority of disinterested directors, or duly authorized by a majority of stockholders.

ARTICLE X - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

KEVIN O'LOUGHLIN, M.D.
2100 Nebraska Avenue, Suite 205
Ft. Pierce, Florida 34950

ARTICLE XI - BYLAWS

The power to adopt, alter, amend, or repeal Bylaws shall be vested solely in the Board of Directors.

ARTICLE XII - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

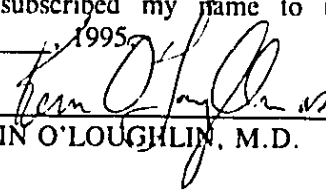
ARTICLE XIII - PREEMPTIVE RIGHTS AUTHORIZED

Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the par value thereof, a pro rata portion of:

A. Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by these Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property, or real property or leases thereof; or

B. Any obligation that the corporation may issue or sell that is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

IN WITNESS WHEREOF, I have subscribed my name to these Articles of Incorporation this 11 day of April, 1995.



KEVIN O'LOUGHLIN, M.D.

STATE OF FLORIDA
COUNTY OF ST. LUCIE

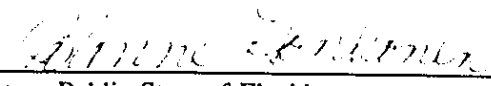
BEFORE ME, the undersigned authority, this day personally appeared KEVIN O'LOUGHLIN, M.D., known to me and known by me to be the person described in and who executed the foregoing Articles of Incorporation and he acknowledged to and before me that he executed those Articles for the purposes expressed therein.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this 3 day of April, 1995.

[Notary Seal]



JO ANNE HONKONEN
MY COMMISSION # CC 234490 EXPIRES
October 16, 1996
BONDED THRU TROY FAIR INSURANCE, INC.




Notary Public-State of Florida
My commission expires:

ACCEPTANCE

HAVING BEEN named as registered agent and to accept service of process for the above-named corporation, at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 5th day of April, 1995.



KEVIN O'LOUGHLIN, M.D.
Registered Agent

FILED
95 APR -4 PM 12:33
TULSA