

05/12

0002

H9500005380

TO: DIVISION OF CORPORATIONS

FROM: JOHNSON, BLAKELY, POPE,
BOKOR, RUPPEL

DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

911 CHESTNUT
P.O. BOX 1368
CLEARWATER FL 34617-0000000
CONTACT: TERRI HENNESSY
PHONE: (813) 461-1818
FAX: (813) 441-8617

((H95000005380))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION
OR P.A.

NAME: WERNER KNURR, M.D., P.A.

FAX AUDIT NUMBER: H95000005380 CURRENT STATUS: REQUESTED

DATE REQUESTED: 05/12/1995 TIME REQUESTED: 11:45:04

CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 5 METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$122.50 ACCOUNT NUMBER: 076666002140

Note: Please print this page and use it as a cover sheet when submitting
documents to the Division of Corporations. Your document cannot be processed
without the information contained on this page. Remember to type the Fax Audit
number on the top and bottom of all pages of the document.

((H95000005380)))

FILED

MAY 12 PM 3:26

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99:11:12:11:36

Fax Audit No.: H95000005380

FILED
95 MAY 12 PM 3:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**ARTICLES OF INCORPORATION
OF
WERNER KNURR, M.D., P.A.**

The undersigned, being of legal age, natural persons and duly licensed to practice radiology under the laws of the State of Florida, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of incorporating a professional corporation under the laws of the State of Florida.

**ARTICLE I
NAME AND ADDRESS**

The name of this professional corporation shall be WERNER KNURR, M.D., P.A. The mailing address of the corporation is: 911 Chestnut Street, Clearwater, Florida 34617.

**ARTICLE II
PURPOSE**

This corporation may engage in any activity or business permitted under the laws of the State of Florida, except that the corporation shall not render professional services except through its officers, employees, and agents who are duly licensed or otherwise legally authorized to practice radiology within the State of Florida.

**ARTICLE III
CAPITAL STOCK AND PREEMPTIVE RIGHTS**

The capital stock authorized and the par value thereof, shall be as follows:

Number of Shares <u>Authorized</u>	Par Value <u>Per Share</u>
7,500	\$1.00

All of said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just Valuation to be fixed by the Board of Directors of this Corporation. The payment thereof does not have to be at the time of issuance, provided that such shares are subject to calls thereon until the whole consideration thereof shall have been paid. No shareholder shall have preemptive rights, unless the stockholders otherwise agree.

Bruce H. Bokor, Esq.
Johnson, Blakely et al
911 Chestnut St.
Clearwater, FL 34616
Fl. Bar No.: 0150340

Fax Audit No.: H95000005380

Fax Audit No.: H95000005380

**ARTICLE IV
BY-LAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders, but the shareholders may provide in any bylaws made by them that such bylaws shall not be altered, amended or repealed by the Board of Directors.

**ARTICLE V
DURATION**

This Corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

**ARTICLE VI
REGISTERED OFFICE AND AGENT**

The address of the initial registered office of this Corporation shall be at 911 Chestnut Street, Clearwater, Florida 34616, and the name of its initial registered agent at such address is BRUCE H. BOKOR.

**ARTICLE VII
COMMITTEES**

To the fullest extent allowable by law, the Board of Directors may establish committees of Directors consisting of two (2) or more persons, and the Directors may rely on information, opinions, reports or statements, including any financial statements and other financial data prepared or presented by such committee.

**ARTICLE VIII
INITIAL BOARD OF DIRECTORS**

The number of Directors constituting the initial Board of Directors of the Corporation shall be one (1), and the name and address of the person sworn to serve as Directors until the first annual meeting of shareholders or until their successors are elected and qualified are:

NameAddress

WERNER KNURR

672 Poinsettia Road #53
Belleair, FL 34616

Fax Audit No.: H95000005380

ARTICLE IX APPLICABLE LAWS

The Corporation shall operate as a professional corporation under Chapter 607 of the Florida Statutes except where the provisions of Chapter 621 of the Florida Statutes shall control.

ARTICLE X INCORPORATOR

The name and address of the incorporator is as follows:

Name

Address

WERNER KNURR

672 Poinsettia Road #53
Belleair, FL 34616

ARTICLE XI CONFLICT OF INTEREST

No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the Directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any Director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this Corporation, provided that the fact that he or such firm who is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any Director of this Corporation who is also a director or an officer of such other corporation or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation, or not so interested.

ARTICLE XII CORPORATE AND STOCKHOLDER DEBT

The private property of the stockholders shall not be subject to payment of the corporate debts in any extent whatever. The Corporation shall have a first lien on the shares of its stockholders and upon the dividends due them for any indebtedness of such stockholders to the Corporation.

Fax Audit No.: H9500000538.

Fox Audit No. H95000005380

**ARTICLE XIII
INDEMNIFICATION**

This Corporation shall indemnify and insure its officers and Directors, and any former officers and directors, to the fullest extent permitted by law, either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the original incorporators, has executed these Articles of Incorporation this 8th day of May, 1995.


WERNER KNURR

0068337.01(cab)
(4/23/95-d1)

Fox Audit No.: H95000005380

05/12/95 13:15

0007

Fax Audit No. : H95000005380

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND STREET ADDRESS FOR SERVICE OF PROCESS
WITHIN FLORIDA**

Pursuant to Fla. Stat. §48.091, WERNER KNURR, M.D., P.A., desiring to organize under the laws of the State of Florida hereby designates BRUCE H. BOKOR, located at 911 Chestnut Street, Clearwater, Florida 34616, as its registered agent to accept service of process within the State of Florida.

ACCEPTANCE OF DESIGNATION

The undersigned hereby accepts the above designation as registered agent to accept service of process for the above-named corporation, at the place designated above, and agrees to comply with the provisions of Fla. Stat. §48.091(2) relative to maintaining an office for the service of process.



BRUCE H. BOKOR

0068337.01(cab)
(4/25/95-d1)

FILED
95 MAY 12 PM 3:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Fax Audit No. H95000005380