

P9500DD-41144

DEAN, MEAD, SPIELVOGEL, GOLDMAN & BOYD

ATTORNEYS AND COUNSELORS AT LAW

101 SOUTH COURTESY PARKWAY
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P. O. BOX 8828
MELBOURNE, FLORIDA 32908-8828
(407) 788-8373
FAX (407) 788-8477

May 18, 1995

REPLY TO:

Murrell Road

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

200001496002
-05/22/95--01106--020
***122.50 ***122.50

Re: Articles of Incorporation of
Melbourne Surgical Associates, P.A.

Gentlemen:

Enclosed are an original and one copy of the Articles of Incorporation of Melbourne Surgical Associates, P.A., together with a check for \$122.50 to cover the \$35.00 filing fee, \$35.00 fee for designation of registered agent and \$52.50 certified copy fee.

Once the Articles of Incorporation have been filed, the certified copy should be returned to this office.

Very truly yours,



JOEL E. BOYD

JEB/tz
Enclosures (3)
cc: Joseph L. Collins, M.D.

FILED
95 MAY 22 AM 9:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
MELBOURNE SURGICAL ASSOCIATES, P.A.**

85 MAY 22 AM 9 10
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, a natural person competent to contract and a Doctor of Medicine duly licensed to render services as such under the laws of the State of Florida, hereby forms a corporation for profit under the Professional Service Corporation Act and other laws of the State of Florida.

ARTICLE I - NAME AND PRINCIPAL OFFICE OF CORPORATION

The name of this corporation shall be Melbourne Surgical Associates, P.A. The principal office and mailing address for this corporation shall be 116 Silver Palm Avenue, Melbourne, Florida 32901.

ARTICLE II - GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall be:

A. To engage in every phase and aspect of the business of rendering the same professional services to the public 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 of the corporation who are duly licensed under the laws of the State of Florida to practice medicine therein.

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 such professional services.

C. To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or objectives of the corporation enumerated in these Articles of Incorporation or any amendment thereof, and to do any act necessary or incidental to the protection and benefit of the corporation; and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment or furtherance of such purposes or objectives of the corporation.

D. It is intended that this corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 607 and Chapter 621, Florida Statutes, as the same may be from time to time amended.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is Seven Thousand Five Hundred (7,500) shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE IV - REGISTERED AGENT

The initial Registered Agent of this corporation shall be Joel E. Boyd, Esquire, whose business office is identical with the corporations's registered office set forth below.

ARTICLE V - ADDRESS OF REGISTERED OFFICE

The street address of the initial registered office of this corporation shall be 7380 Murrell Road, Suite 100, Melbourne, Florida 32940.

ARTICLE VI - TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VII - BOARD OF DIRECTORS

A. The initial number of Directors of this corporation shall be one (1).

B. The number of Directors may be increased or diminished from time to time by unanimous consent of the shareholders, but shall never be less than one (1).

C. The name and street address of the initial Director, to hold office for the first year of existence of this corporation or until his successor is elected or appointed and has qualified, is:

<u>Name</u>	<u>Street Address</u>
Joseph L. Collins, M.D.	116 Silver Palm Avenue Melbourne, Florida 32901

D. Any Director shall be a Doctor of Medicine duly licensed to render services as such under the laws of the State of Florida.

ARTICLE VIII - INCORPORATOR

The following is the name and street address of the person signing these Articles of Incorporation, a Doctor of Medicine duly licensed to render services as such under the laws of

the State of Florida:

<u>Name</u>	<u>Street Address</u>
Joseph L. Collins, M.D.	116 Silver Palm Avenue Melbourne, Florida 32901

ARTICLE IX - SHAREHOLDERS

Shares of this corporation's capital stock shall be issued only to individuals who are duly licensed to render services as a Doctor of Medicine under the laws of the State of Florida. No shareholder of this corporation may sell or transfer his shares of stock therein except to another individual who is eligible to be a shareholder hereunder. 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.

ARTICLE X - BYLAWS

The power to adopt, amend or repeal Bylaws for the management of this corporation shall be vested in the Board of Directors and the shareholders.

ARTICLE XI - ADDITIONAL CORPORATE POWERS

In furtherance hereof, and not in limitation of the general powers conferred by the laws of the State of Florida, and pursuant to the purposes and objectives hereinabove stated, this corporation shall have all and singular the following powers:

A. To enter into, or become a partner in, any arrangement for sharing profits, union of interest, joint venture or otherwise, with any person, firm or corporation to carry on

any business which this corporation has the direct or incidental authority to pursue.

B. To purchase and acquire any or all of its shares owned and held by any shareholder who should desire to sell, transfer, or otherwise dispose of his shares, or any or all of its shares owned and held by a shareholder who dies; provided, however, that the capital of the corporation shall not be impaired thereby.

C. To enter into, for the benefit of its employees, one or more of the following: (1) a pension plan, (2) a profit sharing plan, (3) a stock bonus plan, (4) a corporate health plan, (5) a group term life insurance plan, or (6) any other retirement or incentive compensation plan.

ARTICLE XII - AMENDMENT

The corporation reserves the right to amend these Articles of Incorporation in the manner provided by law. Every amendment shall be approved by the Director, proposed by them to the shareholders, and approved at a shareholders' meeting by unanimous consent of the shareholders entitled to vote thereon, unless all the Directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XIII - INDEMNIFICATION

The corporation shall indemnify any officer or Director to the full extent permitted by law.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 17th day of May, 1995.

Joseph L. Collins (SEAL)
Joseph L. Collins, M.D.

Having been named Registered Agent for the above corporation, at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the obligations of Section 607.0505 of the Florida Statutes.

Signature: Joel E. Boyd
Joel E. Boyd, Esquire

Dated this 17th day of May, 1995.

P95000041144

DEAN, MEAD, SPIELVOGEL, GOLDMAN & BOYD
ATTORNEYS AND COUNSELORS AT LAW

101 SOUTH COURTENAY PARKWAY
P. O. BOX 541388
MERITT ISLAND, FLORIDA 32954-1388
(407) 453-8333
FAX (407) 453-8841

7380 MURRELL ROAD, SUITE 100
MELBOURNE, FLORIDA 32940-7847
(407) 888-8900
FAX (407) 884-4478

100 RIALTO PLACE, SUITE 810
P. O. BOX 2228
MELBOURNE, FLORIDA 32902-2228
(407) 788-8373
FAX (407) 788-8477

October 9, 1996

REPLY TO:

Murrell Road

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

800001973358--5
-10/15/96--01010--009
*****87.50 *****87.50

Re: Articles of Dissolution for Melbourne Surgical Associates, P.A.

Gentlemen:

Enclosed are an original and one copy of the Articles of Dissolution of Melbourne Surgical Associates, P.A., together with a check for \$87.50 to cover the \$35.00 filing fee and \$52.50 certified copy fee.

Once the Articles of Dissolution have been filed, please return the certified copy to this office.

Very truly yours,


Yvonne Mendez,
Assistant to Joel E. Boyd

/ym

Enclosures

FILED
96 NOV 21 PM 12:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN ORLANDO
DEAN, MEAD, EGERTON, BLOODWORTH,
CAPOUANO & BOZARTH, P.A.
(407) 841-4000

**DEAN
MEAD**

IN FORT WORTH
DEAN, MEAD & MINTON
(407) 484-7700 • (407) 584-7700



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 17, 1996

**Yvonne Mendez
Dean, Mead et al
7380 Murrell Rd., Suite 100
Melbourne, FL 32940-7947**

**SUBJECT: MELBOURNE SURGICAL ASSOCIATES, P.A.
Ref. Number: P95000041144**

We have received your document for MELBOURNE SURGICAL ASSOCIATES, P.A. 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 subject corporation was administratively dissolved on August 23, 1996 for failure to file its 1996 annual report.

To voluntarily dissolve this corporation, a notarized affidavit must accompany the Articles of Dissolution stating that the corporation has no intention of revoking this voluntary dissolution, and that its name is available for immediate use by any other corporation. Or, a statement to this effect can be contained in the Articles of Dissolution.

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) 487-6908.

**Steven Harris
Corporate Specialist**

Letter Number: 596A00047702

DEAN, MEAD, SPIELVOGEL, GOLDMAN & BOYD

ATTORNEYS AND COUNSELORS AT LAW

101 SOUTH COURTESY PARKWAY
P. O. BOX 941388
HENRITT ISLAND, FLORIDA 32954-1388
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FAX (407) 483-8641

7380 MURRELL ROAD, SUITE 100
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(407) 888-8800
FAX (407) 884-4416

100 RIALTO PLACE, SUITE 810
P. O. BOX 8888
MELBOURNE, FLORIDA 32908-8888
(407) 728-8373
FAX (407) 728-8477

November 19, 1996

REPLY TO:

Murrell Road

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

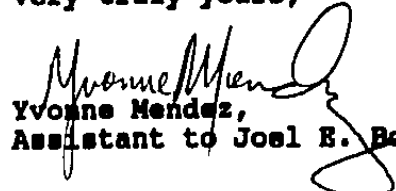
**Re: Articles of Dissolution for Melbourne Surgical
Associates, P.A.**

Gentlemen:

Enclosed are an original and one copy of the revised Articles of Dissolution of Melbourne Surgical Associates, P.A., together with a copy of correspondence received from the Florida Department of State acknowledging receipt of our check totaling \$87.50 to cover the cost of the filing and certified copy fees.

Once the Articles of Dissolution have been filed, please return the certified copy to this office.

Very truly yours,


Yvonne Mendez,
Assistant to Joel E. Boyd

/ym

Enclosures

ARTICLES OF DISSOLUTION
OF MELBOURNE SURGICAL ASSOCIATES, P.A.

Pursuant to the provisions of Sections 607.1402 and 607.1403 of the Florida Statutes, the undersigned Florida corporation hereby adopts the following Articles of Dissolution:

Article I - Name of Corporation

The name of the corporation is MELBOURNE SURGICAL ASSOCIATES, P.A. (hereinafter referred to as the "Corporation").

Article II - Statement of Administrative Dissolution

The corporation was administratively dissolved on August 23, 1996 for failure to file its annual report. The corporation has no intention of revoking this dissolution and the name "Melbourne Surgical Associates, P.A." is available for immediate use by any other Florida corporation.

Article III - Date Dissolution Authorized

The dissolution of the Corporation was authorized on September 4, 1996.

Article IV - Approval of Dissolution

The dissolution was approved by all of the shareholders of the Corporation by written consent dated September 4, 1996, pursuant to Section 607.0704 of the Florida Statutes.

Article V - Effective Date of Dissolution

The Corporation shall be dissolved effective upon the filing of these Articles of Dissolution with the Florida Secretary of State.

Dated this 1st day of November, 1996.

MELBOURNE SURGICAL ASSOCIATES, P.A.

By: Joseph L. Collins
JOSEPH L. COLLINS, President

FILED
96 NOV 21 PM 12:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


**WRITTEN CONSENT OF THE SOLE SHAREHOLDER
OF MELBOURNE SURGICAL ASSOCIATES, P.A.
TO ACTION IN LIEU OF A MEETING
OF THE SHAREHOLDERS OF MELBOURNE SURGICAL ASSOCIATES, P.A.
PURSUANT TO SECTION 607.0704 OF THE FLORIDA STATUTES**

The undersigned, being the sole shareholder of MELBOURNE SURGICAL ASSOCIATES, P.A., a Florida professional association, (hereinafter referred to as the "Corporation"), hereby consents to, authorizes, adopts and approves the following corporate actions and resolutions by written consent in lieu of a meeting of the shareholders of the Corporation pursuant to Section 607.0704 of the Florida Statutes:

RESOLVED, that the Corporation be voluntarily liquidated and dissolved and that its officers are authorized and directed to take all actions necessary to implement such liquidation and dissolution under the laws of the State of Florida; and

FURTHER RESOLVED, that the complete liquidation and dissolution of the Corporation be effected as soon as possible under the Plan of Complete Liquidation and Dissolution attached hereto as Exhibit "A".

Dated this 4th day of Sept, 1996.



JOSEPH L. COLLINS

EXHIBIT "A"

PLAN OF COMPLETE LIQUIDATION AND DISSOLUTION
OF MELBOURNE SURGICAL ASSOCIATES, P.A.
UNDER SECTION 331 OF THE INTERNAL REVENUE CODE

1. As soon as possible following the adoption of this Plan of Complete Liquidation and Dissolution (the "Plan"), MELBOURNE SURGICAL ASSOCIATES, P.A., a professional association, (hereinafter the "Corporation") will cease the active conduct of its business, will wind up its affairs, will pay or provide for payment of all known obligations of the Corporation, and will liquidate and distribute all of its assets in complete liquidation, less any assets retained to meet claims.

2. The directors of the Corporation may from time to time authorize one or more distributions in cash or in kind, in a series of distributions in complete liquidation.

3. The foregoing distributions in complete liquidation shall be in exchange solely for, and in redemption and cancellation of, and in payment for, all of the outstanding capital stock of the Corporation.

4. This Plan shall be effective upon the approval and adoption of the Plan by the the sole shareholder.

5. The officers and directors of the Corporation shall proceed with the voluntary dissolution of the Corporation under the laws of the State of Florida, including the filing of Articles of Dissolution.

6. The officers and directors of the Corporation are hereby authorized, empowered and directed to do all things and take all actions which they deem necessary or advisable to carry out the purposes and intentions of this Plan, including, without limitation, the execution and delivery of deeds, bills of sale, assignments, other instruments and documents, and the filing of returns and other documents with the appropriate officials of the State of Florida and the United States, including the final Federal and State corporate income tax returns and Forms 1096 and 1099.