

19500002853

HOEPKER  
&  
HOSTETLER  
COUNSELLORS AT LAW

200 SOUTH ORANGE AVENUE • SUNBANK CENTER, SUITE 2300 • P.O. BOX 112 • ORLANDO, FLORIDA 32802-0112 • (407) 640-4000  
FAX (407) 841-0168 649-4032  
WRITER'S DIRECT DIAL NUMBER (407)

May 24, 1995

Secretary of State  
Bureau of Corporate Records  
P.O. Box 6327  
Tallahassee, Florida 32314

500001499795  
-05/26/95--01031--010  
\*\*\*\*122.50 \*\*\*\*122.50

RE: DAVID LIBERT, M.D., P.A.

Dear Sir or Madam:

Enclosed please find the original Articles of Incorporation for the above-referenced corporation. Also enclosed is a check in the amount of \$122.50 representing the required fees and charges.

Please file these Articles of Incorporation in the usual manner and forward a certified copy of the Articles to this office.

If you have any questions or comments, please do not hesitate to call me. Thank you in advance for your cooperation.

Very truly yours,

TODD M. HOEPKER

TMH/san  
Enclosures  
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6/6/95  
JD

**ARTICLES OF INCORPORATION**  
**OF**  
**DAVID LIBERT, M.D., P.A.**

RECORDED  
MAY 9 1966  
STATE OF FLORIDA  
TALLAHASSEE

The undersigned, acting as Incorporator of a corporation under Chapter 621, Florida Statutes, adopts the following Articles of Incorporation for such corporation:

**ARTICLE I**

**NAME AND ADDRESS**

The name of this corporation is DAVID LIBERT, M.D., P.A. The principal address of the corporation shall be located at 125 S. Swoope Avenue, Suite 208, Maitland, Florida 32751.

**ARTICLE II**

**DURATION**

The period of its duration is perpetual.

**ARTICLE III**

**PURPOSE, POWERS AND RIGHTS**

The purpose is to engage in any activities or business permitted under health care law and in accordance with Chapter 621, Florida Statutes. In furtherance of its corporate purpose, the corporation shall have all of the general and specific powers and rights granted to and conferred upon a corporation under Chapter 607 and 621, Florida Statutes.

**ARTICLE IV**

**CAPITAL STOCK**

The corporation is authorized to issue 1,000 shares, all of one class, with a \$1.00 par value.

## **ARTICLE V**

### **INITIAL REGISTERED OFFICE AND AGENT**

The name and address of the registered agent and office of this corporation is as follows:

Todd M. Hoepker, Esquire  
BAKER & HOSTETLER  
2300 SunBank Center, 23rd Floor  
Orlando, Florida 32802

## **ARTICLE VI**

### **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 an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one (1).

The name and address of the initial director of this corporation is:

DAVID LIBERT, M.D.  
125 S. Swoope Avenue  
Suite 208  
Maitland, Florida 32751

## **ARTICLE VII**

### **INCORPORATOR**

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

Todd M. Hoepker, Esquire  
P.O. Box 112  
Orlando, Florida 32802

## **ARTICLE VIII**

### **NON-RESIDENT DIRECTORS**

Directors need not be residents of the State of Florida.

## **ARTICLE IX**

### **DIRECTORS' AUTHORITY TO FIX COMPENSATION**

Directors shall have authority to fix the compensation of the officers of this corporation.

## **ARTICLE X**

### **AMENDMENT OF ARTICLES**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto. The power to adopt, amend or repeal the Articles of Incorporation of this corporation shall be vested in the Shareholders by a majority vote.

## **ARTICLE XI**

### **INDEMNIFICATION**

The corporation may be empowered to indemnify any officer or director, or any former officer or director in the manner set out and provided for in the bylaws of this corporation.

## **ARTICLE XII**

### **SHAREHOLDER QUORUM AND VOTING**

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

## **ARTICLE XIII**

### **REMOVAL OF DIRECTORS**

At a meeting of shareholders called expressly for that purpose, any one director, or the entire board of directors, may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of directors.

**ARTICLE XIV**

**INFORMAL ACTION**

If all the shareholders and directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the shareholders or the directors.

**ARTICLE XV**

**PREEMPTIVE RIGHTS**

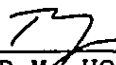
Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire any unissued or treasury share; provided, however, each shareholder shall have preemptive rights only in the portion of shares being issued or sold equal to the proportion that the number of shares then held by the shareholder bears to the total number of shares of same class then outstanding.

**ARTICLE XVI**

**RESTRICTIONS ON TRANSFER OF STOCK**

No shareholder may sell or transfer his/her shares in the corporation except to another individual who is eligible to be a shareholder in the corporation. Further restrictions on the sale or transfer of the shares of this corporation may also be set forth in a buy-sell agreement.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 27 day of May, 1995.

  
\_\_\_\_\_  
TODD M. HOEPKER, ESQUIRE  
Incorporator

**STATEMENT OF REGISTERED AGENT**

I hereby accept the appointment as registered agent, I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

  
\_\_\_\_\_  
TODD M. HOEPKER, ESQUIRE  
Registered Agent

STATE OF FLORIDA )  
COUNTY OF ORANGE )

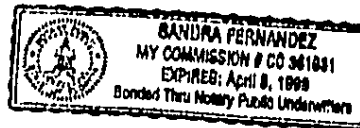
BEFORE ME, the undersigned authority, personally appeared the following individual, TODD M. HOEPKER, ESQUIRE, to me known to be the person who executed the foregoing Articles of Incorporation, as Incorporator and Registered Agent, and he acknowledged to and before me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal  
this 24th day of May, 1995.

  
NOTARY PUBLIC

NAME PRINTED: Sandra Fernandez

My Commission Expires:



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**BAKER  
&  
HOSTETLER**  
COUNSELLORS AT LAW

200 SOUTH ORANGE AVENUE • SUNBANK CENTER, SUITE 2300 P.O. Box 112 • ORLANDO, FLORIDA 32802-0112 • (407) 840-4000  
FAX (407) 841-0168  
WRITER'S DIRECT DIAL NUMBER (407) 649-4032

January 4, 1996

Secretary of State  
Bureau of Corporate Records  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: David Libert, M.D., P.A.

Dear Sir/Madam:

Enclosed please find the original Articles of Dissolution of David Libert, M.D., P.A., with the copy of the Action By Unanimous Written Consent of Sole Shareholder and Director of David Libert, M.D., P.A. Please file the Articles of Dissolution and forward to me a confirmation of same. We have also enclosed our check in the amount of \$35.00 for your fee.

Thank you for your assistance in this matter. Should you have any questions, please do not hesitate to contact me.

Very truly yours,

TODD M. HOEPKER

TMH/san  
Enclosures

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-01/09/96--01019--016  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

*Correspondence  
Linda*

00789, 00554, 00671



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

January 11, 1996

TODD M. HOEPKER  
BAKER & HOSTETLER  
P.O. BOX 112  
ORLANDO, FL 32802-0112

SUBJECT: DAVID LIBERT, M.D., P.A.  
Ref. Number: P95000042853

We have received your document for DAVID LIBERT, M.D., P.A. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must state the date the dissolution was authorized.

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) 487-6902.

Linda Stitt  
Corporate Specialist

Letter Number: 596A00001603



**BAKER  
&  
HOSTETLER**  
COUNSELLORS AT LAW

200 SOUTH ORANGE AVENUE • SUNBANK CENTER, SUITE 2300 • P.O. Box 112 • ORLANDO, FLORIDA 32802-0112 • (407) 649-4000  
FAX (407) 641-0188  
WRITER'S DIRECT DIAL NUMBER (407) 649-4032

January 26, 1996

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

Attn: Linda Sitt

Re: David Libert, M.D., P.A.  
Ref. No.: P95000042853

Dear Ms. Sitt:

Pursuant to your letter dated January 11, 1996, enclosed please find the corrected Articles of Dissolution of David Libert, M.D., P.A., and the corrected Action by Unanimous Written Consent indicating the date the dissolution was authorized.

Thank you for your assistance in this matter.

Very truly yours,

  
TODD M. HOEPKER

TMH/san  
Enclosures

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**ARTICLES OF DISSOLUTION OF DAVID LIBERT, M.D., P.A.**

I.

The name of this Corporation is David Libert, M.D., P.A., which was duly incorporated on May 26, 1995 by the State of Florida.

II.

The name, title and address of the sole officer of the Corporation is: David Libert, 125 South Swoope Avenue, Suite 208, Maitland, Florida 32751, who is President, Vice President and Secretary/Treasurer of the Corporation.

III.

The name and post office address of the sole director of the Corporation is: David Libert, 125 South Swoope Avenue, Suite 208, Maitland, Florida 32751.

IV.

All debts, obligations and liabilities of this Corporation have been paid or discharged.

V.

There are no remaining assets or property for distribution to the shareholders of the Corporation.

VI.

There are no actions pending against the Corporation.

FILED  
95 JAN 29 PM 5:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

VII.

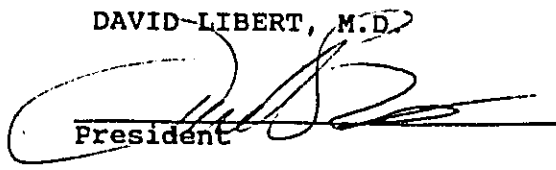
The Corporation has elected to dissolve the Corporation pursuant to the Unanimous Written Consent of its sole shareholder and director. A copy of the Consent is incorporated and attached hereto as Exhibit "A". The dissolution was authorized on December 27, 1995.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Dissolution on this 27 day of December, 1995

ATTEST:

  
Secretary

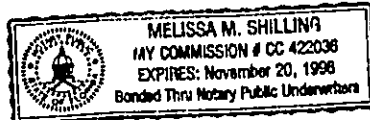
DAVID LIBERT, M.D.

  
President

STATE OF FLORIDA )  
COUNTY OF ORANGE )

BEFORE ME, the undersigned authority, personally appeared the following individual, DAVID LIBERT, M.D., to me known to be the person who executed the foregoing Articles of Dissolution of David Libert, M.D., P.A., and he acknowledged to and before me that he executed such instrument on behalf of the Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 27 day of DECEMBER, 1995.



  
NOTARY PUBLIC

NAME PRINTED: MELISSA M. SHILLING


My Commission Expires: 11/20/98

**ACTION BY UNANIMOUS WRITTEN CONSENT OF SOLE SHAREHOLDER  
AND DIRECTOR OF DAVID LIBERT M.D., P.A.**

The undersigned, being the sole shareholder and director of the above-named Corporation, a Florida corporation, does hereby unanimously consent to the adoption of the following resolutions, taking said action in lieu of a meeting, as permitted by the Florida Statutes.

**RESOLVED AS FOLLOWS:**

1. That the Corporation be dissolved under Florida law, effective December 27, 1995.
2. That the president of the Corporation file Articles of Dissolution with the Secretary of State and pay all required fees for the dissolution.

  
\_\_\_\_\_  
DAVID LIBERT M.D.  
Sole Shareholder and Director