

**P95000046109**  
**PHILIP R. LAZZARA, P. A.**  
*Attorney at Law*

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TAMPA, FLORIDA 33606  
813 / 251-0763  
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June 7, 1995

Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

IN REPLY REFER TO:

RE: Nephrology, P.A.

100001510171  
-06/09/95--01087--005  
\*\*\*\*122.50 \*\*\*\*122.50

Dear Sir/Madam:

Enclosed please find the following items in connection with the filing of the Articles of Incorporation of the above-referenced corporation to be effective on June 6, 1995.

1. Original and one copy of the Articles of Incorporation
2. Certificate Designating Registered Agent
3. My check in the amount of \$122.50 to cover the following costs:

a.	Filing fee	\$35.00
b.	Registered Agent Fee	35.00
c.	Certified copy	52.50

FILED  
JUN-9 PM 12:16  
TALLAHASSEE, FLORIDA

Once the filing is completed, please forward a certified copy of the Articles of Incorporation to the undersigned.

Thank you for your assistance in this matter.

JUN 14 1995. BSB

Sincerely yours,

*Philip R. Lazzara*  
PHILIP R. LAZZARA

PRL/jm  
Enclosures

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ARTICLES OF INCORPORATION

OE

NEPHROLOGY, P.A.

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RECEIVED  
STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation for profit under the Professional Service Corporation Act and other laws of the State of Florida, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME OF CORPORATION

The name of this corporation is: NEPHROLOGY, P.A.

ARTICLE II - TERM OF EXISTENCE

This corporation shall have perpetual existence, commencing with the filing of these Articles with the Secretary of State of Florida.

ARTICLE III - PURPOSE

The general nature of the business to be transacted by this Corporation is to engage in the general practice of medicine.

ARTICLE IV - POWERS

The corporation shall have the power:

1. To engage in the general practice of medicine.
2. To invest in real estate, mortgage, stocks, bonds or any other type of investment.
3. To own real and personal property necessary to the rendering of the professional services.

4. In general, to have and exercise all powers conferred by the laws of the State of Florida upon professional service corporations, and to do any and all things hereinabove set forth to the same extent as a natural person might or could do.

#### ARTICLE V - CAPITAL STOCK

The Corporation is authorized to issue 1,000 shares of common stock having a par value of \$1.00 per share. All or any part of said stock may be paid for in cash, in property or in labor or services at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be nonassessable.

None of the shares of the professional service corporation may be issued to anyone other than an individual duly licensed to practice medicine in the State of Florida.

#### ARTICLE VI - INITIAL REGISTERED OFFICE & AGENT

The address of the initial registered office of the corporation in the State of Florida is 4204 N. MacDill Avenue, Tampa, Florida 33607, and the initial Registered Agent is Orlando J. Castillo, M.D., 4204 N. MacDill Avenue, Tampa, Florida 33607.

#### ARTICLE VII - INITIAL BOARD OF DIRECTORS

The Corporation shall have four (4) directors initially. The number of directors may be increased or diminished from time to

time by the Bylaws, but shall never be less than one. The name and address of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Michael J. Pickering, M.D.	4204 N. MacDill Ave. Tampa, FL 33607
Orlando J. Castillo, M.D.	4204 N. MacDill Ave. Tampa, FL 33607
Alejandro Carvallo, M.D.	4204 N. MacDill Ave. Tampa, FL 33607
Jayesh Shah, M.D.	4204 N. MacDill Ave. Tampa, FL 33607

#### ARTICLE VIII - INCORPORATOR

The name and street address of the incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Michael J. Pickering, M.D.	4204 N. MacDill Ave. Tampa, FL 33607

#### ARTICLE IX - RESTRAINT ON ALIENATION OF SHARES

The shareholders of the professional service corporation shall have the power to include in the bylaws, adopted by a majority of the directors of the corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer or other disposition of any of the outstanding stock of the professional service corporation by any of its shareholders, or in the event of death of any of its shareholders. The manner and form, as well as the relevant terms, conditions and details, of the disposition shall be determined by the shareholders of the corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice

of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of the professional service corporation may sell or transfer his/her stock in the corporation except to another individual who is eligible to be a shareholder of the professional corporation and the sale or transfer may be made only after it has been approved at a shareholder meeting called for that purpose. If any shareholder becomes legally disqualified to practice medicine in the State of Florida, that shareholders shares of stock shall immediately become subject to purchase by the professional corporation.

#### ARTICLE X - BYLAWS

The power to adopt, amend, alter or repeal bylaws shall be vested in the Board of Directors of this Corporation.

#### ARTICLE XI - AMENDMENT OF ARTICLES OF INCORPORATION

The Corporation reserves the right to amend or repeal any provision in these Articles of Incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 9th day of May, 1995.

  
\_\_\_\_\_(SEAL)  
MICHAEL V. PICKERING, M.D.

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing Articles of Incorporation was executed before me for the uses and purposes therein expressed and acknowledged before me this 9<sup>th</sup> day of May, 1995, by MICHAEL J. PICKERING, M.D. who is personally known to me and who did take an oath.

Carol A. Fair  
Notary Signature  
CAROL A. FAIR  
Printed Notary Name

NOTARY PUBLIC, STATE OF FLORIDA  
AT LARGE

My Commission Expires:



CAROL A FAIR  
My Commission CC141383  
Expires Oct. 05, 1995

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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 NEPHROLOGY, P.A., a corporation duly organized and  
existing under the laws of the State of Florida with its  
registered office, as indicated in the Articles of Incorporation  
at the City of Tampa, County of Hillsborough, State of Florida,  
has named ORLANDO J. CASTILLO, M.D. located at 4204 N. MacDill  
Ave., City of Tampa, County of Hillsborough, State of Florida, as  
its agent to accept service of process within this state.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

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.

By: \_\_\_\_\_

Orlando J. Castillo, M.D.  
Registered Agent

Date: \_\_\_\_\_

5/4/95

FILED  
95 JUN -9 PM 12:16  
TAMPA, FLORIDA