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J. KEVIN DRAKE, P.A.
ATTORNEY AT LAW

J. KEVIN DRAKE
MARK BRIVIK B.A. L.L.B.
Admitted in R.S.A. only

1343 MAIN STREET
SUITE 204
SARASOTA, FLORIDA 34236
PHONE (941) 954-7750
FAX (941) 951-1609

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July 12, 1995

Via Federal Express

Secretary of State
State of Florida
Corporation Department
409 E. Gaines Street
Tallahassee, Florida 32399

Re: J. Terry Petrella, M.D., P.A.

Dear Sir or Madam:

Enclosed you will find the Articles of Incorporation of J. Terry Petrella, M.D., P.A. fully executed, for filing with the Florida Secretary of State.

I have enclosed a check made payable to the Florida Secretary of State in the amount of $122.50 for the cost of filing said Articles. Please forward a certified copy of the Articles to the undersigned.

Thank you for your assistance and please do not hesitate to call me if you have any questions.

Very truly yours,

J. KEVIN DRAKE

JKD/ww
Enclosures

7/13/95

ARTICLES OF INCORPORATION
FOR PROFESSIONAL CORPORATION

J. TERRY PETRELLA, M.D., P.A.

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SECRETARY TALLAHASSEE

The undersigned natural person, competent, and licensed to practice medicine in the State of Florida, acting hereby as incorporator for the purpose of forming a professional service corporation for profit under the provisions of Section 607, Florida General Corporation Act, and Section 621, Florida Professional Service Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

I

NAME AND ADDRESS OF CORPORATION

The name and address of the this corporation shall be **J. TERRY PETRELLA, M.D., P.A.**, 5741 Bee Ridge Road, Fourth Floor, Sarasota, Florida 34233.

II

PURPOSES

The general nature and purposes of business to be transacted, promoted, and carried on by the corporation are as follows:

(a) To engage in every aspect of the practice of medicine and all of its fields of specializations.

(b) To engage and render the professional services involved only through its officers, agents, and employees who shall be medical doctors in good standing and duly licensed or otherwise legally authorized within the State of Florida, to render the same professional services as this corporation.

(c) To invest its funds in real estate, mortgages, stocks, bonds, and any other type of investments permitted by law.

(d) To engage in no other business other than the rendition of the professional services specified herein.

(e) To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

III

CAPITAL STOCK

(a) The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be one hundured (100) shares of common stock at ONE DOLLAR ($1.00) par value per share.

(b) The consideration to be paid for each share shall be payable in lawful money or property, labor, or services.

(c) Shares of the corporation's stock and certificates shall be issued only to doctors in good standing and duly licensed or otherwise legally authorized within the State of Florida, to render the same professional services as this corporation.

IV

DURATION

The corporation shall have perpetual existence.

V

REGISTERED AGENT

The address of this corporation's initial registered office is 5741 Bee Ridge Road, Fourth Floor, Sarasota, Florida 34233, and the name of its initial registered agent at said address is JUDITH TERRY PETRELLA, M.D.

VI

INCORPORATOR

The name and address of the Incorporator is as follows:

JUDITH TERRY PETRELLA, M.D.
5741 Bee Ridge Road, Fourth Floor
Sarasota, Florida 34233

VII

BOARD OF DIRECTORS

The corporation shall have a Board of Directors consisting of one (1) person. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders, but shall never be less than one (1). The name and address of the initial Director of this corporation is:

JUDITH TERRY PETRELLA, M.D.
Address
5741 Bee Ridge Road, Fourth Floor
Sarasota, Florida 34233

VIII

INFORMAL SHAREHOLDER ACTION

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

IX

SEVERANCE AND TERMINATION OF EMPLOYMENT

If any officer, directors, stockholder, agent, or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

X

INFORMAL DIRECTOR ACTION

If all of the 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 Board of Directors.

XI

INDEMNIFICATION

The corporation shall indemnify any officer or director, of any former officer or director, to the full extent permitted by law.

XII

BYLAW AMENDMENT

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

Stockholders provided that such amendment be in compliance with the laws of Florida, governing a Professional Service Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in the State of Florida, this 11th day of July, 1995.

Judith Terry Petrella

JUDITH TERRY PETRELLA, M.D.

INCORPORATOR

STATE OF FLORIDA
COUNTY OF SARASOTA

THE FOREGOING instrument was acknowledged before me on the 11th day of July, 1995, by JUDITH TERRY PETRELLA, M.D., who

[ ] is personally known to me; or
[✓] produced a current valid Florida drivers license as identification; or
[ ] produced ______________________ as identification.

JoAnn Tucker

Notary Public
My Commission expires:

NOTARY PUBLIC STATE OF FLORIDA

JOANN TUCKER
My Commission CC405651
Expires Sep. 20, 1998
Bonded by NFNU
800-224-6368

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuant of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That **J. TERRY PETRELLA, M.D., P.A.**, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at City of Sarasota, County of Sarasota, State of Florida, has named **JUDITH TERRY PETRELLA, M.D.**, located at 5741 Bee Ridge Road, Saraosta, 34233, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the 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.

Judith Terry Petrella
JUDITH TERRY PETRELLA, M.D.
Resident Agent

STATE OF FLORIDA
COUNTY OF SARASOTA

THE FOREGOING instrument was acknowledged before me on the 11th day of July, 1995, by JUDITH TERRY PETRELLA, M.D., who
[ ] is personally known to me; or
[✓] produced a current valid Florida drivers license as identification; or
[ ] produced ______________________ as identification.

JoAnn Tucker
Notary Public

JOANN TUCKER
My Commission CC405651
Expires Sep. 20, 1998
Bonded by NFNU
800-224-0368