

JOHN W. SCHUMACHER, JR.

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695 TARPON BAY ROAD, SUITE 14
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P95000055647

July 6, 1995

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32301

RE: Articles of Incorporation of Entersotomal Therapy Associates, Inc.

Dear Sir or Madam:

Enclosed please find duplicate executed original Articles of Incorporation for the above corporation together my check in the amount of \$122.50 representing filing fee \$35.00, designation of Resident Agent of \$35.00 and certified copy of the Articles of Incorporation \$52.50.

Please return the certified copy of the Articles to this office.

Very truly yours,

John W. Schumacher, Jr.

John W. Schumacher, Jr.

JWS/sjb

enclosure: as stated

FILED
95 JUL 19 AM 10:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

July 11, 1995

Sandra B. Mortham
Secretary of State

JOHN W. SCHUMACHER, JR.
695 TARPON BAY RD.
SUITE 14
SANIDEL, FL 33957

SUBJECT: ENTEROSTOMAL THERAPY ASSOCIATES, INC
Ref. Number: W95000013881

We have received your document for ENTEROSTOMAL THERAPY ASSOCIATES, INC. and your check(s) totaling \$. However, the document has not been filed and is being retained in this office for the following:

Please sign and return your check, along with a copy of this letter to ensure your check is properly credited.

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) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 295A00033269

ARTICLES OF INCORPORATION
OF
ENTEROSTOMAL THERAPY ASSOCIATES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation shall be Enterostomal Therapy Associates, Inc.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation by the Florida Department of State, Division of Corporations. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 10,000 shares of (\$.10) par value common capital stock.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

Articles Of Incorporation Of Entersotomal Therapy Associates, Inc.

ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions Imposed By This Corporation's Articles Of Incorporation, A Copy Of Which Is On File At This Corporation's Principal Office."

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be three. The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the

Initial Board Of Directors are:

Kevin P. Maughan, 6012 White Heron Ln., Sanibel, FL 33957;

Ferenc J. Schmidt, 2675 Coconut Dr., Sanibel, FL 33957;

Carl LoRicca, P.O. Box 3179, Port Charlotte, FL 33949.

ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office and the address of this corporation's initial registered office shall be: 17251 Allico Center Road, Unit 2, Fort Myers, Fl 33912

The name of the individual who shall serve as this corporation's initial registered agent at that address is: Kevin P. Maughan.

ARTICLE X. INCORPORATORS

The names and addresses of the individual who shall serve as this corporation's incorporator is: Kevin P. Maughan, 6012 White Heron Ln., Sanibel, FL 33957.

ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

Kevin P. Maughan
Incorporator

Incorporator

Incorporator

I hereby accept my designation as resident agent and agree to serve as the resident agent of Enterostomal Therapy Associates, Inc. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for Enterostomal Therapy Associates, Inc.

Kevin P. Maughan
Kevin P. Maughan - Registered Agent

State Of Florida

County Of Lee

On June 30, 1995, Kevin P. Maughan, designated above as an individual who shall serve as the corporation's initial registered agent, and the individuals, designated above, as the corporation's incorporators, all of whom personally known to me, or produced Florida driver's licenses as identification, and all of whom personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Incorporation Of Enterostomal Therapy Associates, Inc.

Sherry J. Bryant
Notary Public

Sherry J. Bryant
(Notary Public - Printed Or Typed Name)
Commission Expiration Date & Commission Number:



SHERRY J. BRYANT
My Commission (C) 06-10-95
Expires May 10, 1997
Bonded by HAI
800-422-1555

FILED
95 JUL 19 AM 10:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(SEAL)