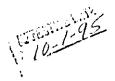
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Examiner's Initials

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# ARTICLES OF INCORPORATION OF LEATON II. HALL, JR., M.D., P.A.



The undersigned person, who is licensed or otherwise legally authorized 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 Chapter 621, Florida Statutes does hereby make, subscribe, file and acknowledge these Articles of Incorporation for the purpose of organizing a corporation under the Florida Professional Service Corporation Act (the "Act") and hereby adopts the following Articles of Incorporation.

# ARTICLE I NAME OF CORPORATION

The name of this Corporation shall be: LEATON H. HALL, JR., M.D., P.A.

# ARTICLE II

# CORPORATE PURPOSE AND COMMENCEMENT OF CORPORATE EXISTENCE

The general nature and purposes of the business to be transacted, promoted and carried on by this Corporation is to engage in the practice of medicine and related activities in the State of Florida. The Corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Professional Service Corporation Act. The Corporation shall only be authorized to conduct its business or hold property in the State of Florida.

The date that corporate existence shall begin shall be October 1, 1995. This election is pursuant to FS § 607.0123(1)(b) (1993).

#### ARTICLE III

# PRINCIPAL OFFICE, MAILING ADDRESS AND REGISTERED AGENT

The principal office and the meiling address of this Corporation is 2711Capital Mec' cal Boulevard, Suite B, Tallahassee, Florida, 32308. The name of its registered agent and street address of its registered office shall be Gerald B. Sternstein, Esq., Suite 815, 215 South Monroe Street, Tallahassee, Florida, 32301.

# ARTICLE IV

# **AUTHORIZED SHARES**

The total authorized capital stock of this Corporation shall consist of:

# A. Number of Shares.

The number of shares of stock this Corporation is authorized to have outstanding at any one time shall be One Thousand (1000) shares of Common Stock with a par value of One Dollar (\$1.00).

# B. Ownership, Sale and Transfer Stock.

No shares of the stock of the Corporation may be transferred by the record holder thereof without the consent of the Corporation. The Corporation shall only issue shares to persons who are licensed to practice medicine in the State of Florida.

#### ARTICLE V

### **INCORPORATOR**

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

Leaton H. Hall, Jr., M.D. 2711 Capital Medical Blvd., Suite B Tallahassee, Florida, 32308.

# ARTICLE VI

# BOARD OF DIRECTORS

This Corporation shall have one or more director(s). The number of director(s) may be increased or decreased from time to time in accordance with the Bylaws adopted by the shareholders. The name and address of the initial director for purposes of these Articles of Incorporation is Leaton H. Hall, Jr., M.D., 2711 Capital Medical Blvd., Suite B, Tallahassee, Florida 32308.

#### ARTICLE VII

# MISCELLANEOUS PROVISIONS

- A. <u>Director Conflict of Interest.</u> No contract or other transaction between the Corporation and one or more of its directors, or between the Corporation and any other corporation, firm, association or other entity, in which one or more of its directors are directors or officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the board of directors or of a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purposes. The Corporation shall not create any director conflict of interest standard more restrictive than §607.0832, Florida Statutes (1994).
- B. <u>Indemnification</u>. 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.

C. <u>Corporate Action.</u> Any action by the Shareholders/Directors may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders/Directors entitled to vote upon such action at a meeting and filed with the Secretary of the Corporation as part of the corporate records.

Board of Directors' and Shareholders' meetings may be held jointly and all business of the Corporation may be conducted in this fashion upon inception of this Corporation until Amendment of these Articles. All lawful business allowed by Statute, the Shareholders and Board of Directors and the Bylaws of this Corporation shall take place at such meetings.

IN WITNESS WHEREOF, I have hereunto subscribed my hand and seal on this day of September, 1995.

Leaton H. Hall, Jr., M.D., Incorporator

TAL:5339:1

# CERTIFICATE DESIGNATING REGISTERED OFFICE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, AND AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 607.0501, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

THAT LEATON H. HALL, JR. M.D., P.A. INCORPORATED DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS IN THE CITY OF TALLAHASSEE, STATE OF FLORIDA, HAS NAMED GERALD B. STERNSTEIN, ESQUIRE, LOCATED AT SUITE 815, 215 SOUTH MONROE STREET, TALLAHASSEE, FLORIDA 34236, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA AND AS ITS REGISTERED OFFICE.

LEATON H. HALL, JR., M.D., P.A.

Leaton H. Hall, Jr., M.D.

Title: President

Date: September 18, 1995

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.

Gerald B. Sternstein, Esquire

Date: September 18, 1995