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GILES & ROBINSON, P. A.
ATTORNEYS AT LAW

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December 27, 1995

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

900001673629
-12/29/95--01006--011
****122.50 ****122.50

Re: Pally & Rao, M.D., P.A.

Gentlemen:

Enclosed are the original and one copy of the Articles of Incorporation for the above-referenced corporation along with our check in the amount of \$122.50 to cover the following costs:

<u>Item</u>	<u>Amount</u>
Filing Fee	35.00
Certificate of Registered Agent	35.00
Certified Copy of Charter	<u>52.50</u>
Total	\$122.50

Upon acceptance of the charter and the filing thereof by your office, please provide me with a certified copy of same.

Sincerely,

GILES & ROBINSON, P.A.

John J. Reid

JJR/ab
enclosures

SN JAN 05 1996

FILED
65 DEC 28 AM 8:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
Jan 1, 1996

ARTICLES OF INCORPORATION
OF
PALLY & RAO, M.D., P.A.

FILED
95 DEC 28 AM 8:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator makes and files with the Department of State of the State of Florida these Articles of Incorporation for the purpose of forming a professional association under the laws of the State of Florida.

ARTICLE I
Name

The name of this corporation shall be PALLY & RAO, M.D., P.A.

ARTICLE II
Term of Existence

This corporation shall be effective as of January 1, 1996 and shall have perpetual existence.

ARTICLE III
Principal Office/Mailing Address

The principal office and mailing address of the corporation shall be 37852 Medical Arts Court, Unit A, Zephyrhills, Florida 33541 until such time as the corporation notifies the Department of State of the State of Florida of any change.

ARTICLE IV
Nature of Business

The general nature of the activities of this Professional Association shall be:

A. To engage solely and specifically in the business of rendering professional medical services that are customarily provided by licensed physicians under the laws of the State of Florida.

B. To invest the funds of this corporation in real estate, mortgages, stocks, bonds or any other type of investment, and to own real and personal property necessary for the rendering of such professional services.

C. To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or objects of this corporation enumerated in these Articles of Incorporation, or any amendment thereto, necessary or incidental to the protection and benefit of this corporation; and in general, either alone or in association with other corporations, firms or individuals, to carry

on any lawful pursuit necessary or incidental to the accomplishment or furtherance of such purposes or objects of this corporation.

D. To conduct those lawful activities that are authorized by Chapter 621, Florida Statutes, as from time to time amended, and to exercise those powers, rights and procedures set forth in Chapter 607, Florida Statutes, in a manner not inconsistent with Chapter 621, 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 Structure

A. The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is 100,000 shares of common stock having a par value of \$.01 per share, which shall be without preemptive rights.

B. All or any portion of the capital stock may be paid for in cash, in real or personal property, or in labor or services, or in any other right or thing having value, in the judgment of the Board of Directors at least equivalent to the full value of the stock to be issued as hereinabove set forth, and when so issued shall become and be fully paid and nonassessable, the same as though paid for in cash. The Directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

C. Notwithstanding the foregoing, the corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase the designations, preferences, voting powers or restrictions, or qualifications of voting powers, of such additional stock, in an amendment to its Certificate of Incorporation.

ARTICLE VI Registered Agent

The initial registered agent of this corporation shall be John J. Reid. The street address of the initial registered office of this corporation, which is identical with the business office of the registered agent, is 390 N. Orange Ave., Ste. 800, Orlando, Florida 32801.

ARTICLE VII Board of Directors

The number of directors of this corporation shall be one or more. Except for the number constituting the initial Board of Directors, the number of directors shall be decided by resolution of the shareholders.

ARTICLE VIII
Initial Board of Directors

The names and residence addresses of the first Board of Directors, who, subject to these Articles of Incorporation and the laws of the State of Florida, shall hold office until the first annual meeting of the shareholders or until their successors are elected and qualified, or until their resignations, removal from office or deaths are:

<u>Name</u>	<u>Address</u>
Ramanath S. Rao, M.D.	15884 Sanctuary Drive Tampa, FL 33647
Madhava T. Pally, M.D.	37852 Medical Arts Court Unit A Zephyrhills, FL 33541

ARTICLE IV
Incorporator

The name and residence address of the incorporator to these Articles of Incorporation is:

<u>Name</u>	<u>Residence Address</u>
John J. Reid	3110 Carmia Drive Orlando, Florida 32806

ARTICLE X
Shareholder Qualifications

The stock of this corporation may be issued, owned and registered only in the name or names of an individual or individuals who are duly authorized and licensed to practice medicine in the State of Florida. No shareholder may sell, transfer or encumber his stock except to another individual who is eligible to be a shareholder of this corporation.

ARTICLE XI
Indemnification

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

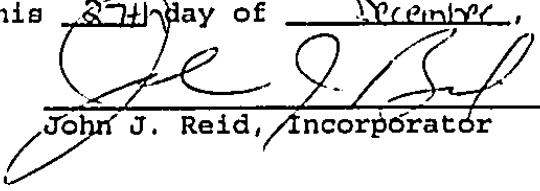
ARTICLE XII
Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors or shareholders of this corporation.

ARTICLE XIII
Amendment of Articles of Incorporation

These Articles of Incorporation may be amended at any time by a resolution adopted by a majority vote of the Board of Directors at any annual or special meeting, provided at least ten (10) days' written notice is given to each director of the time and place of the meeting and the purpose thereof. Any Amendment to these Articles of Incorporation so made must be approved by a majority vote of the shareholders of the corporation.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation this 27th day of December, 1995.



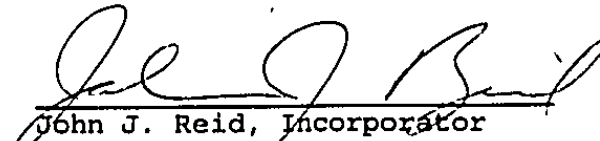
John J. Reid, Incorporator

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

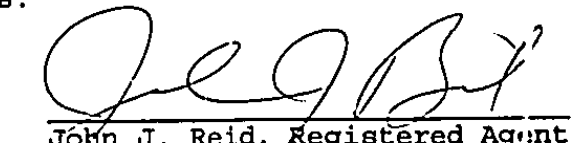
In compliance with Chapter 607.0501, Florida Statutes,
the following is submitted:

That PALLY & RAO, M.D., P.A., desiring to organize or
qualify under the laws of the State of Florida, with its principal
place of business at City of Zephyrhills, State of Florida, has
named John J. Reid located at 390 N. Orange Ave., Ste. 800, City of
Orlando, State of Florida as its agent to accept service of process
within Florida.

The street address of the registered office and the
street address of the business of the registered agent are
identical.


John J. Reid, Incorporator
Dated: 12/27/95

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.


John J. Reid, Registered Agent
Dated: 12/27/95

FILED
95 DEC 28 AM 8:37
CLERK OF STATE
TALLAHASSEE, FLORIDA