

P960000001371

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96 JAN -5 AM 10:55

96 JAN -5 PM 12:16

DIVISION OF CORPORATION

AMERILAWYER®

(Requestor's Name)

343 ALMERIA AVENUE

(Address)

CORAL GABLES, FL 33134 - (305) 445-2700

(City, State, Zip)

(Phone #)

300001680343  
-01/05/96--01076--001  
\*\*\*\*980.00 \*\*\*\*\*70.00

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):  
CULBREATH MEDICAL PROPERTIES, INC.

1. \_\_\_\_\_  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 2:30

☐ Certified Copy

☐ Mail out ☐ Will wait ☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Reservation  
#R96-34

Examiner's Initials

Dwight C. Gandy, M.D.  
Jerry Poklepovic, M.D.  
Charles H. Fisher, M.D.  
Raul R. Otero, M.D.  
Thomas J. Black, M.D.  
Carlos R. Martinez, M.D.  
A. John Elliott, M.D.  
Shelly P. Baumann, M.D.

# TOWER

DIAGNOSTIC CENTER

James D. Cates, M.D.  
Claude B. Guidi, M.D.  
Stephen A. Stenzler, M.D.  
Hemant D. Chheda, M.D.  
Bruce R. Zwiebel, M.D.  
Bharat U. Patel, M.D.  
C. Christopher Pittman, M.D.  
Frank A. Starvaggi, M.D.

RADIOLOGY ASSOCIATES OF TAMPA, P.A.  
*Diplomates of the American Board of Radiology*  
*Diplomates of the American Board of Nuclear Medicine*

Telephone: 874-7000  
Fax: 874-5534

January 2, 1996

Florida Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

Re: Name Reservation

Gentlemen:

Enclosed please find a check in the amount of: \$70.00 for a reservation of the following corporation names:

TOWER DIAGNOSTIC CENTER OF BRANDON, INC.

★ CULBREATH MEDICAL PROPERTIES, INC. ★

Should you have any questions please contact me at the address listed.

Sincerely,

  
Lars A. Thurman  
General Manager

LAT/mb

**TOWER DIAGNOSTIC CENTER**

PHONE 874-7000  
4719 N HABANA AVE  
TAMPA, FL 33614

1293

CHECK #1  
BRANCH 1

PAY  
TO THE  
ORDER OF

1/3 19 46

DEPARTMENT OF STATE, DIVISION OF CORPORATIONS

\$ 70 00

SEVENTY DOLLARS



DOLLARS

FOR

NAME RESERVATIONS

*San Juan*

#001293# -10631086801

4,006828

**ARTICLES OF INCORPORATION**  
**OF**  
**CULBREATH MEDICAL PROPERTIES, INC.**

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

**ARTICLE 1 - NAME**

The name of the Corporation is **CULBREATH MEDICAL PROPERTIES, INC.**, (hereinafter, "Corporation").

**ARTICLE 2 - PURPOSE OF CORPORATION**

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE 3 - PRINCIPAL OFFICE**

The address of the principal office of this Corporation is 511 West Bay Street, Unit 301, Tampa, Florida 33606 and the mailing address is the same.

**ARTICLE 4 - INCORPORATOR**

The name and street address of the incorporator of this Corporation is Lars A. Thurman whose address shall be the same as the principal office of the Corporation.

**ARTICLE 5 - OFFICERS**

The officers of the Corporation shall be:

President:	John D. McTaggart, M.D.
Secretary:	Stephen A. Stenzler, M.D.
Treasurer:	Stephen A. Stenzler, M.D.



#### **ARTICLE 6 - DIRECTOR(S)**

The Director(s) of the Corporation shall be:

John D. McTaggart, M.D.  
Stephen A. Stenzler, M.D.  
Mark D. Nanni, M.D.  
Laurence Grundy, M.D.

#### **ARTICLE 7 - CORPORATE CAPITALIZATION**

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **THIRTY THOUSAND (30,000)** shares of common stock, each share having the par value of **ONE CENT (\$.01)**.

7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

#### **ARTICLE 8 - POWERS OF CORPORATION**

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.



**AMERILAWYER®**

343 ALMERIA AVENUE • CORAL GABLES, FL 33134 • (305) 445-2700 • (800) 603-3900 • FACSIMILE (305) 447-8900  
MAILING ADDRESS - POST OFFICE BOX 144479, CORAL GABLES, FL 33114-4479

#### **ARTICLE 9 - TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

#### **ARTICLE 10 - REGISTERED OWNER(S)**

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

#### **ARTICLE 11 - REGISTERED OFFICE AND REGISTERED AGENT**

The initial address of registered office of this Corporation is The Law Firm of Lawrence J. Spiegel, Chartered doing business as AmeriLawyer®, located at 343 Almeria Avenue, Coral Gables, Florida 33134. The name and address of the registered agent of this Corporation is The Law Firm of Lawrence J. Spiegel, Chartered doing business as AmeriLawyer®, 343 Almeria Avenue, Coral Gables, Florida 33134.

#### **ARTICLE 12 - BYLAWS**

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

#### **ARTICLE 13 - EFFECTIVE DATE**

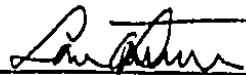
These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

#### **ARTICLE 14 - AMENDMENT**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.



IN WITNESS WHEREOF, I have herunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 4 January 1996.

  
Lars A. Thurman, Incorporator

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96 JAN -5 PM 12:17

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION**

The Law Firm of Lawrence J. Spiegel, Chartered doing business as AmeriLawyer®, having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

The Law Firm Of Lawrence J. Spiegel,  
Chartered doing business as  
AmeriLawyer®

By:   
Lawrence J. Spiegel, President



P 96000001371

1201 HAYS STREET  
TALLAHASSEE, FL 32301  
904-222-9171  
904-222-0111



ACCOUNT NO. : 072100000032  
REFERENCE : 952502 1579E  
AUTHORIZATION : Patricia P. [Signature]  
COST LIMIT : \$ 35.00

ORDER DATE : May 14, 1996

ORDER TIME : 9:32 AM

ORDER NO. : 952502

CUSTOMER NO: 1579E

500001820495

CUSTOMER: Ms. Charlotte M. V. Humbert  
Foley & Lardner  
P. O. Box 3391

Tampa, FL 33601-3391

DOMESTIC AMENDMENT FILING

NAME: CULBREATH MEDICAL PROPERTIES,  
INC.

☒ ARTICLES OF AMENDMENT  
☐ RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☐ CERTIFIED COPY  
☒ PLAIN STAMPED COPY  
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Victoria L. Perez

EXAMINER'S INITIALS:

FILED  
96 MAY 14 PM 12:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

563  
06/14  
AMS  
06/15





FLORIDA DEPARTMENT OF STATE  
Sandra B. Morham  
Secretary of State

May 14, 1996

CSC NETWORKS  
VICTORIA L. PEREZ  
TALLAHASSEE, FL 32301

SUBJECT: CULBREATH MEDICAL PROPERTIES, INC.  
Ref. Number: P96000001371

**RESUBMIT**

Please give original  
submission date as file date.

We have received your document for CULBREATH MEDICAL PROPERTIES, INC. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

The date of adoption of each amendment must be included in the document.

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) 487-6880.

Karen Gibson  
Corporate Specialist

Letter Number: 796A00023878

RECEIVED  
96 MAY 11 PM 4:19  
DIVISION OF CORPORATIONS

ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
CULBREATH MEDICAL PROPERTIES, INC.

May 8, 1996

FILED  
56 MAY 14 PM 12:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, **CULBREATH MEDICAL PROPERTIES, INC.**, a Florida corporation (the "Corporation") adopts the following Articles of Amendment to its Articles of Incorporation:

1. Name of Corporation. The name of the corporation is CULBREATH MEDICAL PROPERTIES, INC.
2. Amendments. The Articles of Incorporation are hereby amended by deleting Articles VI and VII and substituting therefor the following Articles VI and VII.

**ARTICLE VI**  
**DIRECTORS**

The Corporation shall have five members of the Board of Directors. At the annual meeting of the Shareholders occurring in January of odd-numbered years, the holders of the Class A Shares shall be entitled to elect three directors, and the holders of the Class B Shares shall be entitled to elect two directors. At the annual meeting of the Shareholders occurring in January of even-numbered years, the holders of the Class A Shares shall be entitled to elect two directors and the holders of the Class B Shares shall be entitled to elect three directors. Vacancies on the Board of Directors occurring between annual meetings of the Shareholders shall be filled by the vote of holders of the class of shareholders who elected the director or directors whose position became vacant.

**ARTICLE VII**  
**CORPORATE CAPITALIZATION**

7.1 The maximum number of shares that the Corporation is authorized to have outstanding at any time is THIRTY THOUSAND (30,000) Shares of Common Stock, each share having the par value of ONE CENT (\$.01). The Shares shall be in two classes, Class A and Class B, and each class shall have outstanding at any time a maximum of FIFTEEN THOUSAND (15,000) Shares.

7.2 Class A and Class B shall share equally, as a class, in any dividends or distributions and in liquidation.

7.3 Each share of stock shall have one vote on all matters coming before the shareholders. Except as otherwise provided in Article VI, concerning the election of Directors,

in all matters coming before the Shareholders, adoption shall require the approval of a majority of each of the Class A and Class B Shares, unless a greater number is required by the Bylaws.

3. Manner of Adoption. The foregoing amendment was adopted by the affirmative vote of all of the Directors and all of the Shareholders of the Corporation, as indicated by execution of a written statement manifesting the intention of the Directors and the Shareholders intention that such an amendment be adopted. There are no separate voting groups entitled to vote separately on the amendment, the number of shares of stock voting in favor of the amendment, being unanimous, was sufficient for approval by the Shareholders. The date of adoption of each amendment is May 14, 1996.

4. Effective Date. The foregoing amendment shall become effective and the Articles of Incorporation shall be deemed to be amended thereby on the date that these Articles of Amendment are filed in the Office of the Secretary of State.

IN WITNESS WHEREOF, I have set my hand and affixed the seal of the Corporation  
this 8<sup>th</sup> day of April, 1996.

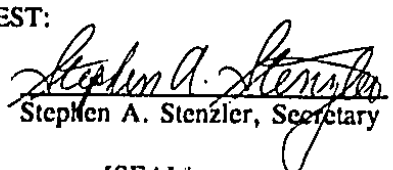
CULBREATH MEDICAL PROPERTIES, INC.,  
a Florida corporation

By:

  
John D. McTaggart, President

ATTEST:

By:

  
Stephen A. Stenzler, Secretary

[SEAL]

# FOLEY & LARDNER

ATTORNEYS AT LAW

CHICAGO  
JACKSONVILLE  
LOS ANGELES  
MADISON  
MILWAUKEE  
ORLANDO

POST OFFICE BOX 3391  
TAMPA, FLORIDA 33601-3391  
100 NORTH TAMPA, SUITE 2700  
TAMPA, FLORIDA 33602-5804  
TELEPHONE (813) 229-2300  
FACSIMILE (813) 221-4210

SACRAMENTO  
SAN DIEGO  
SAN FRANCISCO  
TALLAHASSEE  
WASHINGTON D.C.  
WEST PALM BEACH

WRITER'S DIRECT LINE

P960000001371

July 31, 1996

Florida Dept. of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

APPROVED  
AND  
FILED  
96 AUG -2 AM 9:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

600001911706  
-08/02/96--01059--010  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: Statement of Change of Registered Agent;  
Culbreth Medical Properties, Inc.

Gentlemen:

Enclosed for filing with the Secretary of State is a Statement of Change of Registered Agent for the above-named corporation. Also enclosed is a check in the amount of \$35.00 for the filing fee.

If you have any questions or concerns, please feel free to contact the undersigned.

Sincerely,

*Kathleen Monday*

Kathleen A. Monday  
Paralegal

Enclosures

VB AUG 12 1996

RA Chg.

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT  
OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: Culbreath Medical Properties, Inc.

1b. The mailing address of the corporation is : 511 West Bay Street, Suite 301  
Tampa, Florida 33606

1c. Date of incorporation: January 5, 1996 Document number: P96000001371

2. The name and address of the current registered agent and office:

The Law Firm of Lawrence J. Spiedel, Chartered d/b/a AmeriLawyer

343 Almeria Avenue

Coral Gables, Florida 33134

3. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)

Stephen A. Stenzler, M.D.

511 West Bay Street, Suite 301

Tampa, Florida 33606

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

  
(Signature of an officer, chairman or  
vice chairman of the board)

7/29/96  
(Date)

John D. McTaggart, M.D., President  
(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

  
(Signature of Registered Agent)

Stephen A. Stenzler, M.D.

7/28/96  
(Date)

APPROVED  
AND  
FILED

96 AUG -2 AM 9:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA