

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

800-342-8086

**CSC**

**new**  
PRINTING & MAIL  
LEGAL & FINANCIAL SERVICE

ACCOUNT NO. : 0721 0000032

REFERENCE : 793589 4346980

AUTHORIZATION :

COST LIMIT : %

122.5 *Patricia P. Pate*

ORDER DATE : January 5, 1996

ORDER TIME : 9:34 AM

ORDER NO. : 793589

CUSTOMER NO: 4346980

800001680238

CUSTOMER: Ms. Patty McElwain  
KALISH & WARD

Suite 4100  
101 East Kennedy Boulevard  
Tampa, FL 33602

DOMESTIC FILING

NAME: STUART A. GOLDSMITH, M.D.,  
P.A.

FILED  
96 JAN -5 AM 8:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

X ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

X CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail L. Shelby

EXAMINER'S INITIALS:

T. BROWN JAN - 8 1996

ARTICLES OF INCORPORATION

OF

STUART A. GOLDSMITH, M.D., P.A.

The undersigned incorporator hereby executes these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE 1

Name

The name of this corporation shall be:

STUART A. GOLDSMITH, M.D., P.A.

ARTICLE 2

Principal Office and Mailing Address

The address of the principal office and the mailing address of this corporation shall be:

615 Vonderberg Drive  
Brandon, Florida 33511

ARTICLE 3

Capital Stock

The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 10,000 shares of common stock with a par value of \$.01 per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

FILED  
96 JAN -5 AM 8:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

#### ARTICLE 4

##### Registered Office and Registered Agent

The initial registered office of this corporation shall be located at 101 East Kennedy Boulevard, Suite 4100, Tampa, Florida 33602, and the initial registered agent of this corporation at such office shall be William Kalish. This corporation shall have the right to change such registered agent and such registered office from time to time, as provided by law.

#### ARTICLE 5

##### Board of Directors

The Board of Directors of this corporation shall consist of a number of directors to be fixed from time to time by the stockholders or the by-laws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders.

#### ARTICLE 6

##### Initial Board of Directors

The initial Board of Directors of this corporation shall consist of one member, such member to hold office until his successors have been duly elected and qualify. The name and street address of the initial director is:

<u>Name</u>	<u>Address</u>
Stuart A. Goldsmith, M.D.	16307 Millan de Avila Tampa, Florida 33613

ARTICLE 7

Incorporator

The name and street address of the incorporator making these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
William Kalish	4100 Barnett Plaza 101 E. Kennedy Boulevard Tampa, Florida 33602

ARTICLE 8

Purposes and Duration

The specific purpose for which this corporation is organized is to engage in the practice of medicine and, in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under Chapter 621, Florida Statutes, consistent with the above-stated specific purpose. This corporation shall have perpetual existence.

ARTICLE 9

By-Laws

The power to adopt the by-laws of this corporation, to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation.

ARTICLE 10

Amendment of Articles of Incorporation

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

ARTICLES OF INCORPORATION OF  
STUART A. GOLDSMITH, M.D., P.A.  
PAGE 4

---

ARTICLE 11

Affiliated Transactions

The provisions of Section 607.0901, Florida Statutes, relating to affiliated transactions, shall be inapplicable to this corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation for the uses and purposes therein stated.

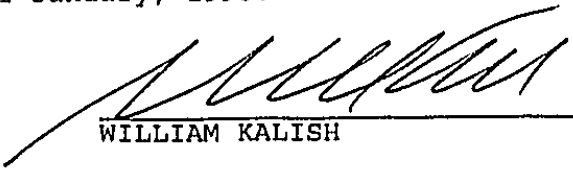
  
\_\_\_\_\_  
WILLIAM KALISH

STUART A. GOLDSMITH, M.D., P.A.

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, William Kalish, having been named as registered agent to accept service of process for the above-named corporation at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

DATED this 4th day of January, 1996.

  
WILLIAM KALISH

54337

FILED  
96 JAN -5 AM 8:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA