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FLORIDA DIVISION OF CORPORATIONS

TO: DIVISION OF CORPORATIONS FROM: JOHN SHEA, P.A.  
DEPARTMENT OF STATE 940 TAMPA TRAIL  
STATE OF FLORIDA  
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TALLAHASSEE, FL 32399 CONTACT: STEPHANIE ROBINSON  
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(((H96000001570))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION  
OR P.A.

NAME: SARASOTA PAIN MANAGEMENT CENTER, P.A.  
FAX AUDIT NUMBER: H96000001570 CURRENT STATUS: REQUESTED  
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96 FEB -1 PM 4:02



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

February 2, 1996

JOHN SHEA, P.A.

SARASOTA, FL

SUBJECT: SARASOTA PAIN MANAGEMENT CENTER, P.A.  
REF: H96000002520

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The specific nature of business of the professional association must be stated in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Loria Poole  
Corporate Specialist

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Letter Number: 196A00004659

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION  
OF

SARASOTA PAIN MANAGEMENT CENTER, P.A.

The undersigned, for the purpose of forming and organizing a corporation for profit under the provisions of the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation is SARASOTA PAIN MANAGEMENT CENTER, P.A.

ARTICLE II - PURPOSE

The purpose for which the Corporation is organized is the practice of medicine, and any other related things permitted by Florida law for a professional service corporation.

ARTICLE III - PRINCIPAL OFFICE

The principal place of business and the mailing address of the corporation shall be 1261 South Tamiami Trail, Sarasota, Florida 34239.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 1,000 shares of common stock having a par value of \$1.00. Each share of common stock shall entitle the holder thereof to one vote on each matter considered at any stockholder's meeting. Said share shall be paid for in lawful money of the United States of America or in property, labor or services rendered at a just valuation to be fixed by the Board of Directors and said share shall be deemed fully paid and nonassessable. The Corporation elects to have preemptive rights.

ARTICLE V - DURATION

This corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE VI - SHAREHOLDER VOTING REQUIREMENTS

When a quorum exists at any meeting of the Shareholders, action on a matter, other than the election of Directors, is

Prepared by: John Shea, P.A.  
2040 So. Tamiami Trail  
Sarasota, FL 34239  
941/365-8848  
Florida Bar No. 261424

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approved if the votes cast by the holders of not less than a majority of the shares represented at such meeting, and entitled to vote on the subject matter favor the action.

**ARTICLE VII - DIRECTORS**

This corporation shall have an initial Board of Directors consisting of five directors, whose names and street addresses are as follows:

<u>NAME</u>	<u>ADDRESS</u>
WILLIAM MAHONEY	1317 So. Lakeshore Dr. Sarasota, FL 34229
LEONARD MINDLIN	4073 Shell Rd. Sarasota, FL 34242
R. HAROLD NIPPERT	1520 Blue Heron Rd. Sarasota, FL 34239
THOMAS NUTTER	1326 Quail Dr. Sarasota, FL 34231
RAFAEL SALINAS	5880 Tidewood Sarasota, FL 34231

**ARTICLE VIII - INCORPORATOR**

The name and address of the incorporator of this corporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
John Shea	2940 South Tamiami Trail Sarasota, Florida 34239

**ARTICLE IX - BYLAWS**

The original Bylaws of this corporation shall be made, prepared and adopted by a majority vote of the initial Board of Directors as named herein. Thereafter, the Board of Directors, and the shareholders, shall have authority to adopt, amend, change, repeal or enlarge Bylaws as provided in the Bylaws from time to time.

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**ARTICLE X - INDEMNIFICATION**

Subject to the laws of the State of Florida, this corporation shall indemnify and hold harmless its officers and directors of and from any suits, actions, or judgments either civil or criminal arising out of any act alleged to have been committed by such person in his capacity as an officer or director if such officer or director acted in good faith and in the reasonable belief that such action was in the best interest of the corporation and in the event of criminal allegations without reasonable ground for belief that such action was unlawful. The corporation shall pay all costs, legal expenses, and other charges that said officers and directors may incur in the defense of any claim, suit or action that may be instituted against said officers in their individual capacity. It is the express purpose and intent that the corporation shall hold its officers and directors harmless from any action taken by them on its behalf to the full extent and limit permitted by law.

**ARTICLE XI - PRINCIPAL OFFICE AND REGISTERED AGENT**

This corporation has named John Shea as its agent to accept service of process within the State. The street address of the initial registered office is 2940 South Tamiami Trail, Sarasota, Florida 34239.

IN WITNESS WHEREOF, the undersigned incorporator has executed the foregoing Articles of Incorporation this 1 day of February, 1996.

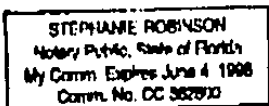
  
John Shea

STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 1st day of February, 1996 by John Shea who is personally known to me or who has produced his Florida Driver's License as identification.

My commission expires:

  
Print Name: Stephanie Robinson  
NOTARY PUBLIC



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**ACKNOWLEDGMENT:**

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

  
John Shea

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