

P96000019962

KEVIN C. SHIRLEY  
ATTORNEY AT LAW

BARNETT BANK BUILDING  
SUITE 304  
120 EAST OLYMPIA AVENUE  
PUNTA GORDA, FLORIDA 33980  
(941) 639-5740

FILED  
96 MAR -5 AM 10:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

February 14, 1996

Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Associated Medical of Southwest Florida, Inc.  
Filing of Corporation

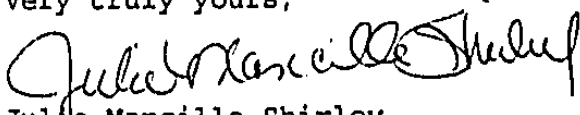
600001716546  
-02/16/96--01011--006  
\*\*\*\*122.50 \*\*\*\*122.50

To Whom it May Concern:

Enclosed please find the original Articles of Incorporation for Associated Medical of Southwest Florida, Inc., to be filed and a check in the amount of \$122.50 for filing fees.

Should you have any questions regarding the enclosed, please contact the office.

Very truly yours,



Julie Mancilla-Shirley  
Secretary to Kevin C. Shirley

/jm

Enclosures

W96-3905

AL MAR 25 1996



FLORIDA DEPARTMENT OF STATE  
Sandra B. Morthum  
Secretary of State

February 21, 1996

RECEIVED FEB 23 1996

KEVIN C. SHIRLEY  
126 EAST OLYMPIA AVE., SUITE 304  
BARNETT BANK BUILDING  
PUNTA GORDA, FL 33950

SUBJECT: ASSOCIATED MEDICAL OF SOUTHWEST FLORIDA, INC.  
Ref. Number: W9600003905

We have received your document for ASSOCIATED MEDICAL OF SOUTHWEST FLORIDA, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your 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) 487-6928.

Agnes Lunt  
Corporate Specialist

Letter Number: 896A00007539

ARTICLES OF INCORPORATION

OF

ASSOCIATED MEDICAL OF SOUTHWEST FLORIDA, INC.

ARTICLE I. NAME

The name of this corporation is ASSOCIATED MEDICAL OF SOUTHWEST FLORIDA, INC.

ARTICLE II. DURATION

This corporation shall exist perpetually.

ARTICLE III. PURPOSE

The purpose of this corporation is to engage in all lawful business under the Florida General Corporation Act.

In connection with said business, this corporation shall have the following powers, which shall not be deemed to exclude those other corporation powers granted by law.

To contract debts, borrow money, and issue and sell or pledge notes and other evidences of indebtedness, and execute such mortgages, transfer of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

To conduct business in, have one or more offices in, and hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copy rights, trademarks, and licenses in the State of Florida, and in all other states and countries.

To purchase, hold, sell, and transfer shares of its own capital stock, provided that the corporation shall purchase none of its own capital stock, except from the surplus of its assets over its liabilities, including capital, and shares of its own capital

FILED

96 MAR -5 AM 10:44

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

stock owned by the corporation shall not be voted directly or indirectly, or counted as outstanding for the purpose of any stockholders quorum or vote.

#### ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock, which stock shall be designated as "Common Shares".

#### ARTICLE V. VOTING RIGHTS

Except as otherwise provided by law, the entire voting powers for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

#### ARTICLE VI. INITIAL REGISTERED AGENT AND OFFICE

The street address of the initial registered office of this corporation is 126 E. Olympia Avenue, Suite 304, Punta Gorda, FL 33950. The initial registered agent at that address is Kevin C. Shirley.

#### ARTICLE VII. INITIAL OFFICERS

The initial officers of this corporation and their addresses are as set for below. Said officers shall serve until such time as their successors are elected and qualified.

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Roger Brown	President	25385 Sandhill Blvd. Punta Gorda, FL 33983
Adrienne Cambareri	Vice President	25385 Sandhill Blvd. Punta Gorda, FL 33983
Don Elgasser	Secretary	349 Del Mar Sarasota, FL 34230
Roger Brown	Treasurer	25385 Sandhill Blvd. Punta Gorda, FL 33983

**ARTICLE VIII. INITIAL DIRECTORS**

This corporation shall have 2 directors initially who shall serve until their successor is elected and qualified. The number of directors may be increased from time to time by the By-Laws but shall not be less than 2. The names and addresses of the initial directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Roger Brown	25385 Sandhill Blvd. Punta Gorda, FL 33983

**ARTICLE IX. INCORPORATORS**

The names and addresses of the persons signing these articles are:

<u>NAME</u>	<u>ADDRESS</u>
Roger Brown	25385 Sandhill Blvd. Punta Gorda, FL 33983

**ARTICLE X. BY-LAWS**

The power to adopt, alter, amend or repeal By-laws shall be vested in the Board of Directors and the Shareholders.

**ARTICLE XI. RESTRICTION ON TRANSFER OF STOCK**

Shares of capital stock of this corporation shall be issued initially to the following persons in the amount set forth next to their name:

<u>NAME</u>	<u>SHARES</u>
Roger Brown	75

Shares held by the initial shareholders above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders of this corporation. The price and terms of which and the time within

which such shares may be offered and sold shall be further specified in written agreement among all of the shareholders and this corporation.

**ARTICLE XII. CUMULATIVE VOTING**

At each election for directors every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principal among any number of such candidates.

**ARTICLE XIII. SHAREHOLDERS MEETING REQUIRED**

A shareholders meeting may be called by any shareholder upon thirty (30) days written notice thereof actually delivered upon all other shareholders.

**ARTICLE XIV. MANAGEMENT OF CORPORATION BY SHAREHOLDERS**

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the shareholders of this corporation.

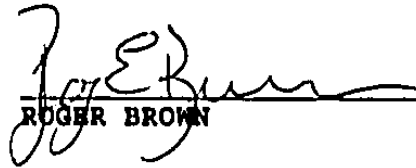
**ARTICLE XV. AMENDMENTS**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto and any right conferred upon the shareholders is subject to this reservation.

**ARTICLE XVI. PRINCIPLE OFFICE OF CORPORATION**

The address for the principle place of business of Associated Medical of Southwest Florida is 1225 Tamiami Trail, Suite B-14, Port Charlotte, FL 33953.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 8 day of January, 1996.

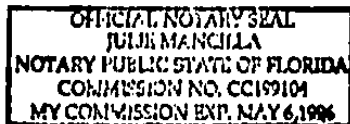
  
\_\_\_\_\_  
ROGER BROWN

STATE OF FLORIDA  
COUNTY OF CHARLOTTE

BEFORE ME, the undersigned officer, personally appeared, Roger Brown, to me known and known personally by me to be the person described in and who executed the foregoing Articles of Incorporation, and did so for the purposes therein expressed.

WITNESS my hand and seal this 8<sup>th</sup> day of January, 1996.

(seal)

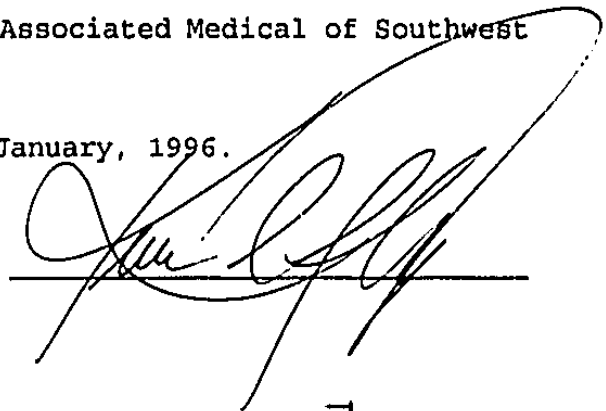


  
\_\_\_\_\_  
Notary Public-State of Florida

**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

I, Kevin C. Shirley, the undersigned hereby accept designation as registered agent of Associated Medical of Southwest Florida, Inc.

Dated this 9 day of January, 1996.

  
\_\_\_\_\_

FILED  
96 MAR -5 AM 10:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA