

p 96000021302

Battaglia, Ross, Dicus & Wein, P.A.
Attorneys at Law

Anthony J. Battaglia
Edward P. Ross
Anthony C. Dicus, Jr.
Stephen J. Wein
Keith Hanky Gault
Alison P. Battaglia
James J. Gussard
Edward Smith

Joey J. Anstuenma
Edward M. Jagger
Alvanna P. Hanson
Laura L. Lyons
William J. Morrison
Anthony J. Tibbitts, Jr.
James C. Swaney
Mark H. Hall

Board Certified Civil Trial Lawyer
Michael H. Larson, P.A.
Courtroom, Trial, Mediation, Arbitration

First Main Building
811 Lyons Boulevard
St. Petersburg, Florida 33709-6312

Post Office Box 11111
St. Petersburg, Florida 33713-1111

St. Petersburg *Clearwater*
(813) 337-2300 *(813) 337-4150*

1170 South Tampa
Suite 300
Tampa, Florida 33602-5035
(813) 227-8111

Clearwater
(813) 227-1852

March 5, 1996

Reply to:
St. Petersburg

Department of State
Division of Corporations
409 East Gains St.
Tallahassee, FL 32399

300001734528
-03/05/96--010815--009
***12.50 ***122.50

RE: Articles of Incorporation
**MATURITY MEDICAL OF PINELLAS,
PROFESSIONAL ASSOCIATION**
(Our File # 51891)

Dear Sirs or Madams:

Please file the enclosed original Articles of Incorporation for the above referenced corporation. Also enclosed is our check in the amount of \$122.50 to cover the cost of filing the Articles of Incorporation, sending a certified copy of the Articles, and designation of the registered agent. The certified copy should be to our office.

Thank you in advance for your attention to this matter. If you have any questions, please do not hesitate to contact our office.

Sincerely,

BATTAGLIA, ROSS, DICUS & WEIN, P.A.

Called John Giacometti
with letter letter for
the incorporation

John C. Giacometti
John C. Giacometti
Corporate Paralegal

enc.

SN MAR - 5 1996

TALLAHASSEE, FLORIDA
MAR 5 1996
14:08
14:08

ARTICLES OF INCORPORATION
OF

MATURITY MEDICAL OF PINELLAS,
Professional Association

EXPIRES
Mar. 1, 1996

FILED
1995-5 APR 11
TALLAHASSEE, FLORIDA

The undersigned natural person, competent and licensed to practice medicine in the State of Florida, acting hereby as Incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of Section 607, Florida Business Corporation Act, and Section 621, Florida Professional Service Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

**ARTICLE I
NAME OF CORPORATION, PRINCIPAL OFFICE AND MAILING ADDRESS**

The name of this corporation shall be MATURITY MEDICAL OF PINELLAS, Professional Association.

The principal office of this corporation shall be 412 6th Avenue, Tierra Verde, FL 33715.

The mailing address of this corporation shall be 412 6th Avenue, Tierra Verde, FL 33715.

**ARTICLE II
PURPOSES**

The general nature and purposes of business to be transacted, promoted and carried on by the corporation are as follows:

- a. To engage in every aspect in the practice of medicine, and all its fields of specializations, as are engaged in by doctors of medicine.

- b. To engage and render the professional services involved only through its officers, agents and employees who shall be doctors of medicine in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.
- c. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.
- d. To engage in no other business other than the rendition of the professional services specified herein.
- e. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

**ARTICLE III
CAPITAL STOCK**

- a. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be one hundred shares of common stock at \$1.00 per share par value.
- b. The consideration to be paid for each share shall be payable in lawful money, property, labor or services.
- c. Shares of the corporation's stock and certificates shall be issued only to doctors of medicine in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

**ARTICLE IV
DURATION**

The corporation shall have perpetual existence.

**ARTICLE V
REGISTERED AGENT**

The address of this corporation's initial registered office
is:

980 Tyrone Boulevard
St. Petersburg, FL 33710

and the name of its initial registered agent at said address is:

Resident Agent Corporation of Pinellas
County

**ARTICLE VI
INCORPORATOR**

The name and address of the Incorporator is as follows:

Oswald A. Williams, M.D.
412 6th Avenue
Tierra Verde, FL 33715

**VII
BOARD OF DIRECTORS**

The corporation shall have a Board of Directors consisting of one person. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders but shall never be less than one. The names and address of the initial Director of this corporation is:

Name	Address
Oswald A. Williams, M.D.	412 6th Avenue Tierra Verde, FL 33715

The initial Director shall hold office until his successor is elected and qualifies as provided in the By-Laws.

**ARTICLE VIII
INFORMAL SHAREHOLDER ACTION**

Any action of the Shareholders may be taken without a meeting if consent in writing setting for the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

**ARTICLE IX
DISQUALIFICATION OF OFFICERS, SHAREHOLDERS, DIRECTORS**

If any employee, officer, director or shareholder of the corporation becomes legally disqualified to render the professional services for which this corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he shall forthwith sever all employment with the corporation and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of such professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares at the book/fair market value thereof, and pay him any other amounts owing and lawfully due to him by the corporation and such shares shall not be entitled to dividends or stock rights of any kind whatsoever.

**ARTICLE X
REGISTERED SHAREHOLDERS**

The Corporation shall cause to be issued certificates of shares only to doctors of medicine in good standing, duly licensed or otherwise legally authorized in the State of Florida to render the same professional service. The holder of record of stock in this corporation shall be treated as the holder in fact, and the corporation shall not be bound to recognize any equitable or other claim to or interest in the shares.

**ARTICLE XI
SEVERANCE AND TERMINATION OF EMPLOYMENT**

If any officer, director, stockholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

**ARTICLE XII
INFORMAL DIRECTOR ACTION**

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

**ARTICLE XIII
INDEMNIFICATION**

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

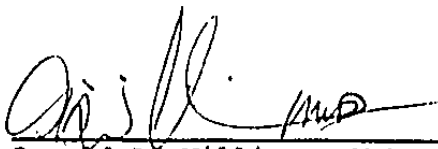
ARTICLE XIV
BYLAW AMENDMENT

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors provided that such amendment be in compliance with the laws of Florida governing a Professional Service Corporation.

ARTICLE XIV
EFFECTIVE DATE

The effective date of these Articles of Incorporation is March 1, 1996.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in the State of Florida, this 5 day of March, 1996.

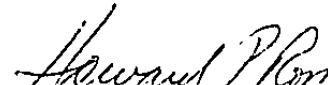


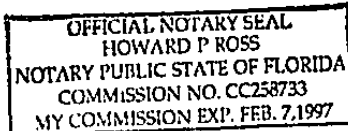
Oswald A. Williams, M.D.,
Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared OSWALD A. WILLIAMS, M.D., of MATURITY MEDICAL OF PINELLAS, Professional Association, to me known to be the person who executed the foregoing Articles of Incorporation, as Incorporator for the corporation, or who provided M.D. as identification, and he acknowledged to and before me that he executed such instrument on behalf of the Corporation.

5 IN WITNESS WHEREOF, I have hereunto set my hand and seal this day of March, 1996.


Notary Public
My Commission Expires:



I HEREBY acknowledge that I am familiar with and accept the duties and responsibilities as Registered Agent for the corporation.

Howard P. Ross

Howard P. Ross, Vice-President,
RESIDENT AGENT CORPORATION
OF PINELLAS COUNTY

STATE OF FLORIDA
COUNTY OF PINELLAS

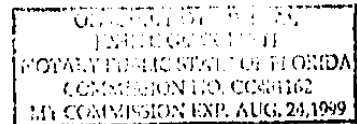
BEFORE ME, the undersigned authority, personally appeared HOWARD P. ROSS, Vice-President of the Resident Agent Corporation of Pinellas County, to me known to be the person who executed the foregoing Articles of Incorporation, as Registered Agent for the corporation, and he acknowledged to and before me that he executed such instrument.

5 IN WITNESS WHEREOF, I have hereunto set my hand and seal this day of March, 1996.

John C. Giacoletti

Notary Public JOHN C. GIACOLETTI
My Commission Expires:

PAUSERVGIACICORPARTICLES.FRM
03/04/96



ALL PINELLAS CO., FLORIDA
MAR - 6 AM 10:42
P.M. 1996

P96000021302

Battaglia, Ross, Dicus & Wein, P.A.

Attorneys at Law

Anthony J. Battaglia
Richard P. Ross
Anthony C. Dicus, Jr.
Stephen J. Wein
Kelli Macky Grubb
Brian P. Battaglia
James J. Casach
Leonard Smith

Steven A. Jagger
Bryan P. Haines
Anthony J. Fields, Jr.
James C. Hagan
Mark H. Hall

First Floor Building
600 Tyrone Boulevard
St. Petersburg, Florida 33770-6812

Post Office Box 41100
St. Petersburg, Florida 33743-1100

St. Petersburg Telephone
(813) 317-2300 (813) 313-4030

100 North Tampa
Suite 3100

Tampa, Florida 33602-5035
(813) 221-3100

Tampa Telephone
(813) 221-9650

Noted Certified Civil Trial Lawyers

Michael W. Larson, P.S.
Special in Intellectual Property

April 2, 1996

Reply to:

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

700001771347
-04/05/96--01090--012
*****35.00 *****35.00

RE: Articles of Amendment - MATURITY MEDICAL OF PINELLAS,
PROFESSIONAL ASSOCIATION
Change of Corporate Address

Dear Madam/Sir:

Enclosed you will find Articles of Amendment for the above-mentioned corporation (original plus one copy) to be filed with your office. Also enclosed you will find a check in the amount of \$35.00 to cover the filing fee. Please return the certified copy to my office as soon as possible.

Thank you for your attention to this matter and if you have any questions, please do not hesitate to call.

Sincerely,

BATTAGLIA, ROSS, DICUS AND HASTINGS,
A PROFESSIONAL ASSOCIATION

John C. Giacoletti

John C. Giacoletti
Legal Assistant

enc.

F:\USER\RIAC\CORP\ARTAMEND.LTR

Amend
SP 5/1/96
\$789,589,6714

FILED
96 APR - 5 AM 11:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 9, 1996

John C. Giacoletti
% Battaglia, Ross, Dicus & Wein, P.A.
Post Office Box 41100
St. Petersburg, FL 33710-1100

SUBJECT: MATURITY MEDICAL OF PINELLAS, PROFESSIONAL
ASSOCIATION
Ref. Number: P96000021302

We have received your document for MATURITY MEDICAL OF PINELLAS, PROFESSIONAL ASSOCIATION and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

If an amendment was adopted by the incorporators or board of directors without shareholder action, a statement to that effect and that shareholder action was not required must be contained 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) 487-6910.

Louise Flemming-Jackson
Corporate Specialist Supervisor

Letter Number: 196A00016183

Battaglia, Ross, Dicus & Wein, P.A.
Attorneys at Law

Anthony J. Battaglia
Edward P. Ross
Anthony C. Dicus, Jr.
Stephen J. Wein
Kelli Minky Grubb
Brian P. Battaglia
James J. Casach
Edward Smith

Edwin B. Jagger
Deanna P. Ross
Richard F. Fields, Jr.
James C. Rangan
Mark M. Wall

Board Certified Civil Trial Lawyer

Michael W. Linsen, P.S.
Court for Settlement, Property

April 24, 1996

First Name Building
810 Lyons Boulevard
N. St. Petersburg, Florida 33706-6312

Post Office Box 41100
N. St. Petersburg, Florida 33703-0100

N. St. Petersburg *St. Petersburg*
(813) 347-2300 *(813) 343-4050*

100 North Tampa
Suite 3100
Tampa, Florida 33602-5135
(813) 291-9110
St. Petersburg
(813) 291-4650

Reply to: St. Petersburg

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

RE: Maturity Medical of Pinellas, Professional Association
Articles of Amendment

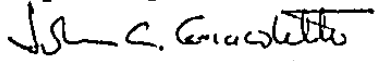
Attention: Louise Flemming-Jackson

Dear Ms. Flemming-Jackson:

The Articles previously submitted has been redrawn to show the approval of the sole stockholder and sole director.

Would you please file as originally requested and return a copy to us in the enclosed postage paid envelope?

Very truly yours,


John C. Giacoletti
Corporate Assistant

ARTICLES OF AMENDMENT

OF

MATURITY MEDICAL OF PINELLAS, PROFESSIONAL ASSOCIATION

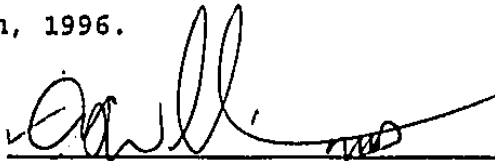
1. Article SIX of the Articles of Incorporation of MATURITY MEDICAL OF PINELLAS, PROFESSIONAL ASSOCIATION, is hereby amended to read as follows:

1. CORPORATE ADDRESS. The street address of the principal office of the corporation is as follows:

6800 Gulfport Boulevard South
Suite 213
South Pasadena, FL 33707

2. The foregoing amendment was adopted by unanimous written consent dated March 29, 1996 of the Sole Stockholder and Sole Director of the corporation.

IN WITNESS WHEREOF, the undersigned Sole Stockholder and Sole Director of the corporation has executed these Articles of Amendment this 29 day of March, 1996.

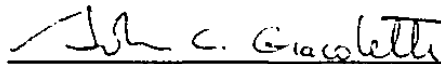


OSWALD A. WILLIAMS, M.D.,
Sole Stockholder and Director

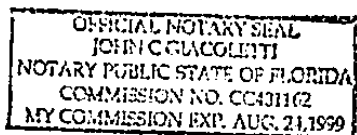
STATE OF FLORIDA
COUNTY OF PINELLAS

Before me personally appeared on this 29 day of March, 1996, OSWALD A. WILLIAMS, M.D., who is personally known to me or has produced FL Driver's License as identification and who acknowledged to and before me that he executed the foregoing instrument.

NOTARY PUBLIC



PRINT NAME: John C. Giacoletti
State of Florida (SEAL)
Commission No.:
My Commission Expires:



96 APR -5 AM 11:42
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA