

P96000030022

DITTMER, WOHLUST & WILKINS, P.A.

Attorneys at Law
230 LOOKOUT PLACE
MAITLAND, FLORIDA 32751

TERRANCE H. DITTMER
C. CHARLES WOHLUST
ROBERT C. WILKINS, JR.

POST OFFICE BOX 941890
MAITLAND, FLORIDA 32794-1890
TELEPHONE (407) 519-0009
FACSIMILE (407) 519-1995

~~EFFECTIVE DATE~~

SAB

April 4, 1996

Attorneys Title Insurance
660 E. Jefferson Street
Suite 200
Tallahassee, FL 32301

Return to P. U. 122.50 122.50


RE: David Z. Kitay, M.D., P.A.

Dear Julia:

In connection with the above-referenced corporation, enclosed for filing with the Secretary of State is an original and one copy of the Articles of Incorporation of said corporation. Also enclosed is my firm's check payable to the Department of State in the amount of \$122.50 to cover the costs of filing said corporation with the Secretary of State.

Please have these Articles filed with the Secretary of State and send verification of filing and certified copy of Articles of Incorporation to our office at the above address. Should you have any questions regarding this matter, please do not hesitate to call.

Sincerely,



Debbie Jamski
Legal Assistant

/daj
Enclosures

FILED
RECEIVED
APR - 5 PM 2:10
DIVISION OF CORPORATION
TALLAHASSEE, FLORIDA

4/5/96

EFFECTIVE DATE
2/2/83

Articles Of Incorporation
Of
Kitay Medical Consultants, Inc.

FILED
96 APR -5 PM 2:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator, being competent to contract, subscribes to these Articles of Incorporation to form a corporation for profit under the laws of the state of Florida.

ARTICLE I - Name

The name of this corporation shall be:

KITAY MEDICAL CONSULTANTS, INC.

ARTICLE II - Principal Office and Mailing Address

The principal office of the corporation is located at 113 WILLOW BEND LANE, ORMOND BEACH, FLORIDA, 32714, and the mailing address of the corporation is 113 WILLOW BEND LANE, ORMOND BEACH, FLORIDA 32714.

ARTICLE III - Initial Registered Office and Agent

The name of the initial registered agent of this corporation is G. Charles Wohlust, and the street address of the initial registered office of this corporation is 230 LOOKOUT PLACE, MAITLAND, FLORIDA 32751.

ARTICLE IV - Business and Activities

This corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the state of Florida.

ARTICLE V - Capital Stock

The authorized capital stock of this corporation and the maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 10,000 shares of common stock having a par value of \$ 1.00 per share.

ARTICLE VI - Effective Date and Term of Existence

The effective date upon which this corporation shall come into existence shall be April 5, 1996, and it shall exist perpetually thereafter until dissolved according to law.

ARTICLE VII - Directors

A. *The initial number of directors of this corporation shall be one (1).*

B. *The number of directors may be either increased or diminished from time to time by the board of directors or the shareholders in accordance with the bylaws of this corporation.*

C. *Directors, as such, shall receive such compensation for their services, if any, as may be set by the board of directors at any annual or special meeting thereof. The board of directors may authorize and require the payment of reasonable expenses incurred by directors in attending meetings of the board of directors.*

D. *Nothing in this article shall be construed to preclude the directors from serving the corporation in any other capacity and receiving compensation therefor.*

E. *The names and street addresses of the initial members of the board of directors, each to hold office until the first annual meeting of the shareholders of this corporation or until their successors are elected or appointed and have qualified, are:*

Name

Street Address

Dr. David Z. Kitay

113 Willow Bend Lane
Ormond Beach, FL 32714

F. *Any director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the shareholders of this corporation, for any cause deemed sufficient by such shareholders.*

G. *In case one or more vacancies shall occur in the board of directors by reason of death, resignation or otherwise, the vacancies shall be filled by the shareholders of this corporation at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however, any vacancy may be filled by the remaining directors until the shareholders have acted to fill the vacancy.*

ARTICLE VIII - Incorporator

The name and street address of the incorporator signing these articles are:

Name

Street Address

G. Charles Wohlst

230 Lookout Place
Maitland, FL 32751

ARTICLE IX - Lost or Destroyed Certificates

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the bylaws of this corporation.

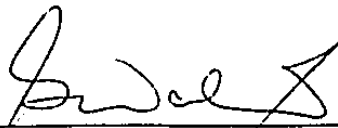
ARTICLE X - Amendment to Articles

These articles of incorporation may be amended in the manner provided by law. Every amendment which requires shareholder approval shall be approved by the board of directors, proposed by them to the shareholders as required by law, and approved at a shareholders' meeting by the holders of a majority of the stock issued, outstanding and entitled to be voted, unless all the directors and all the shareholders sign a written statement manifesting their intention that a certain amendment to these articles of incorporation be made.

ARTICLE XI - Bylaws

The power to adopt, alter, amend or repeal bylaws of this corporation shall be vested in the shareholders or the board of directors of this corporation; provided, however, that any bylaws adopted by the directors which are inconsistent with any bylaws adopted by the shareholders shall be void, and the directors may not alter, amend or repeal any bylaws adopted by the shareholders.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 4th day of April, 1996.



G. CHARLES WOHLST

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 24 day of April, 1996, by G. Charles Wohlust, who is personally known to me and who did (did not) take an oath.



DEBORAH ANN JAMSKI
My Commission GG009957
Expires Nov. 14, 1999

NOTARY PUBLIC

ACCEPTANCE BY REGISTERED AGENT

I hereby accept appointment as registered agent of Kitay Medical Consultants, Inc., and state that I am familiar with, and accept the obligation of this position.


G. CHARLES WOHLUST

FILED
96 APR -5 PM 2:10
NOTARY PUBLIC
STATE
FLORIDA

P960000 300 212

DITTMER, WOHLST & WILKINS, P.A.

Attorneys at Law

230 LOOKOUT PLACE
MAITLAND, FLORIDA 32751

TERRANCE H. DITTMER
C. CHARLES WOHLST
ROBERT C. WILKINS, JR.

POST OFFICE BOX 941690
MAITLAND, FLORIDA 32794-1690
TELEPHONE (407) 519-0009
FACSIMILE (407) 519-1993

July 11, 1996

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

400001894174
-07/16/96--01044--016
*****70.00 *****35.00

RE: David Z. Kitay, M.D., P.A.

Dear Sir/Madam:

In connection with the above-referenced corporation, enclosed for filing with the Secretary of State is an original and one copy of the Articles of Amendment to the Articles of Incorporation of Kitay Medical Consultants, Inc. and an original and one copy of the Amended and Restated Articles of Incorporation of Kitay Medical Consultants, P.A.. Also enclosed is my firm's check payable to the Department of State in the amount of \$70.00 to cover the costs of filing said documents with the Secretary of State.

Please send verification of filing and certified copy of each document to our office at the above address. Should you have any questions regarding this matter, please do not hesitate to call.

Sincerely,

Debbie Jamski

Debbie Jamski
Legal Assistant

/daj
Enclosures

NC 106
7/25

FILED
56 JUL 24 PM 1:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 18, 1996

DEBBIE JAMSKI, LEGAL ASS'T.
DITTMER, WOHLUST & WILKINS, P.A.
PO BOX 941690
MAITLAND, FL 32794-1690

SUBJECT: KITAY MEDICAL CONSULTANTS, INC.
Ref. Number: P96000030022

We have received your document for KITAY MEDICAL CONSULTANTS, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

PLEASE TAKE OUT REFERENCE TO THE AMENDED AND RESTATED ARTICLES BEING ATTACHED, HERETO. THESE ARE TWO SEPARATE DOCUMENTS AND WILL BE FILED SIMULTANEOUSLY.

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: 296A00034865

RECEIVED
96 JUL 24 AM 8:03
DIVISION OF CORPORATIONS

**Articles of Amendment to the
Articles of Incorporation of
Kitay Medical Consultants, Inc.**

**TO: Department of State
Tallahassee, Florida 32304**

FILED
96 JUL 24 PM 1:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1003 of the Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

I. The name of the corporation is presently KITAY MEDICAL CONSULTANTS, INC.

II. The following amendments of the Articles of Incorporation was adopted by the stockholders and directors of the corporation on May 31, 1996, in the manner prescribed by the Florida General Corporation Act:

A. The name is changed from Kitay Medical Consultants, Inc. to Kitay Medical Consultants, P.A.

B. Article IV is amended to read as follows:

A. The general nature of the business to be transacted by this corporation shall be to engage in every phase and aspect of the business of rendering the same professional services to the public that a medical doctor duly licensed under the law of the State of Florida is authorized to render, but such professional service shall be rendered only through officers, employees and agents of this corporation who are duly licensed under the laws of the State of Florida to practice medicine therein.

B. To invest the funds of this corporation in real estate, mortgages, stocks, bonds or any other type of investments, and to own real and personal property necessary for the rendering of such professional services.

C. To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or objects of this corporation enumerated in these Articles of Incorporation, or any amendment thereof, necessary or incidental to the protection and benefit of this corporation; and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment or furtherance of such purposes or objects of this corporation.

D. *It is intended that this corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 621, Florida Statutes, as the same may be from time to time amended.*

C. *Article V is amended to read as follows:*

A. *The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is 10,000 shares of common stock having a par value of One Dollar (\$1.00) per share, which may be fractional shares.*

B. *All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the board of directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued shall become and be fully paid and non-assessable, the same as though paid for in cash; and the directors shall determine the value of any real or personal property, services or right acquired in exchange for capital stock, and their judgment of such value shall be conclusive.*

C. *Notwithstanding the foregoing, the corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase the designations, preferences, voting powers or restrictions, or qualification of voting powers, of such additional stock, in an amendment to its certificate of incorporation.*

D. *The following shall be added as Article XII:*

ARTICLE XII - SHAREHOLDERS

Shares of this corporation's capital stock shall be issued only to individuals who are duly licensed to render services as a medical doctor under the laws of the state of Florida. No shareholder of this corporation may sell or transfer his shares of stock therein except to another individual who is eligible to be a shareholder of this corporation. No shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

III. *Amended and Restated Articles of Incorporation incorporating these amendments were executed by David Z. Kitay.*

IV. *The number of shares of the corporation issued at the time of such adoption was 1006 and the number of shares entitled to vote thereon was 1000.*

V. The number of shares voted for such amendments was 1000; and the number of shares voted against such amendments was 0.

Dated: 6/28/96

WITNESSES

Jacques R. Nash
Deborah R. Marshall

KITAY MEDICAL CONSULTANTS, P.A.

By: David Z. Kitay
DAVID Z. KITAY, President

STATE OF FLORIDA
COUNTY OF

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared David Z. Kitay to me known to be the person described in and who executed the foregoing document and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 28th day of June, 1996.

Deborah Ann Jamski
NOTARY PUBLIC

My commission expires:



DEBORAH ANN JAMSKI
My Commission CC609957
Expires Nov. 14, 1999

P96000030022

Registered

Dittmer, Wohlert & Wilkins, P. A.
230 Lookout Place
P. O. Box 941690
Maitland, FL 32794-1690

500001894175
-07/16/96--01044--016
*****70.00 *****35.00

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Service

NEW FILINGS	
<input 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

FILED
96 OCT 14 AM 8:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AM + Post
PFC
10/15



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

July 19, 1996

DEBBIE JAMSKI, LEGAL ASS'T.
DITTMER, WOHLUST & WILKINS, P.A.
PO BOX 941690
MAITLAND, FL 32794-1690

SUBJECT: KITAY MEDICAL CONSULTANTS, INC.
Ref. Number: P96000030022

We have received your document for KITAY MEDICAL CONSULTANTS, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

THE ARTICLES ARE NUMBERED INCORRECTLY ON PAGE 1. THE ARTICLE FOR BUSINESS AND ACTIVITIES SHOULD BE NUMBERED IV.

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: 196A00034867

KITAY MEDICAL CONSULTANTS, P.A.
BOARD OF DIRECTORS and SHAREHOLDERS ACTION BY CONSENT
IN LIEU OF SPECIAL MEETING

The undersigned, being all of the Shareholders and Board of Directors of KITAY MEDICAL CONSULTANTS, P.A., hereby consent to the following action by the Board of Directors of the corporation and instruct the secretary of the corporation to enter this certificate in the minutes of the proceedings of the corporation:

1. Amended and Restated Articles of Incorporation are hereby adopted as attached hereto on June 28, 1996. The officers of the corporation are directed to file the Articles of Amendment with the Secretary of State.

2. The number of shares of the corporation issued at the time of such adoption was 1000; and the number of shares entitled to vote thereon was 1000.

3. The number of shares voted for such amendments was 1000; and the number of shares voted against such amendments was 0.

Execution of this certificate by the undersigned, being all of the Board of Directors, waives any requirement of a formal meeting to conduct the business referred to herein.

Dated this 8th day of October, 1996.

By: _____

DAVID Z. KITAY, M.D.

FILED
96 OCT 14 AM 8:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Amended and Restated
Articles of Incorporation
of
Kitay Medical Consultants, P.A.**

FILED
OCT 14 AM 8:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Amended and Restated Articles of Incorporation, being David Z. Kitay a natural person competent to contract, and duly licensed to render professional services as such under the laws of the state of Florida, hereby forms KITAY MEDICAL CONSULTANTS, P.A. a corporation for profit under the Professional Service Corporation Act and other laws of the state of Florida.

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be: KITAY MEDICAL CONSULTANTS, P.A..

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the corporation is located at 113 Willow Bend Lane, Ormond Beach, Florida 32174, and the mailing address of the corporation is 113 Willow Bend Lane, Ormond Beach, Florida 32174.

ARTICLE III - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of this corporation is G. Charles Wohlst, and the street address of the initial registered office of this corporation is 230 LOOKOUT PLACE, MAITLAND, FLORIDA 32751.

ARTICLE IV - BUSINESS AND ACTIVITIES

The general nature of the business to be transacted by this corporation shall be:

A. To engage in every phase and aspect of the business of rendering the same professional services to the public that a medical doctor duly licensed under the laws of the state of Florida is authorized to render, but such professional services shall be rendered only through officers, employees and agents of this corporation who are duly licensed under the laws of the state of Florida to practice medicine therein.

B. To invest the funds of this corporation in real estate, mortgages, stocks, bonds or any other type of investments, and to own real and personal property necessary for the rendering of such professional services.

C. To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or objects of this corporation enumerated in these Articles of Incorporation, or any amendment thereof, necessary or incidental to the protection and benefit of this corporation; and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment or furtherance of such purposes or objects of this corporation.

D. It is intended that this corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 621, Florida Statutes, as the same may be from time to time amended.

ARTICLE V - CAPITAL STOCK

A. The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is 10,000 shares of common stock having a par value of One Dollar (\$1.00) per share, which may be fractional shares.

B. All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the board of directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued shall become and be fully paid and non-assessable, the same as though paid for in cash; and the directors shall determine the value of any real or personal property, services or right acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

C. Notwithstanding the foregoing, the corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase the designations, preferences, voting powers or restrictions, or qualification of voting powers, of such additional stock, in an amendment to its certificate of incorporation.

ARTICLE VI - EFFECTIVE DATE AND TERM OF EXISTENCE

The effective date upon which this corporation came into existence is April 5, 1996, and it shall exist perpetually thereafter unless dissolved according to law.

ARTICLE VII - BOARD OF DIRECTORS

A. The initial number of directors of this corporation shall be one (1).

B. The number of directors may be either increased or diminished from time to time by the board of directors or the shareholders in accordance with the bylaws of this corporation.

C. Directors, as such, shall receive such compensation for their services, if any, as may be set by the board of directors at any annual or special meeting thereof. The board of directors may authorize and require the payment of reasonable expenses incurred by directors in attending meetings of the board of directors.

D. Nothing in this article shall be construed to preclude the directors from serving the corporation in any other capacity and receiving compensation therefor.

E. The names and street addresses of the initial members of the board of directors, each to hold office until the first annual meeting of the shareholders of this corporation or until their successors are elected or appointed and have qualified, are:

Name

Street Address

Dr. David Z. Kitay

113 Willow Bend Lane
Ormond Beach, FL 32714

F. Any director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the shareholders of this corporation, for any cause deemed sufficient by such shareholders.

G. In case one or more vacancies shall occur in the board of directors by reason of death, resignation or otherwise, the vacancies shall be filled by the shareholders of this corporation at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however, any vacancy may be filled by the remaining directors until the shareholders have acted to fill the vacancy.

ARTICLE VIII - INCORPORATOR

The name and street address of the incorporator signing these articles are:

Name

Street Address

Dr. David Z. Kitay

113 Willow Bend Lane
Ormond Beach, FL 32174

ARTICLE IX - LOST OR DESTROYED CERTIFICATES

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the bylaws of this corporation.

ARTICLE X - AMENDMENT TO ARTICLES

These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the holders of a majority of the stock issued and entitled to be voted, unless all the directors and all the shareholders sign a written statement manifesting their intention that a certain amendment to these articles of incorporation be made.

ARTICLE XI - BY-LAWS

The power to adopt, alter, amend or repeal bylaws of this corporation shall be vested in the shareholders or the board of directors of this corporation; provided, however, that any bylaws adopted by the directors which are inconsistent with any bylaws adopted by the shareholders shall be void, and the directors may not alter, amend or repeal any bylaws adopted by the shareholders.

ARTICLE XII - SHAREHOLDERS

Shares of this corporation's capital stock shall be issued only to individuals who are duly licensed to render services as a medical doctor under the laws of the state of Florida. No shareholder of this corporation may sell or transfer his shares of stock therein except to another individual who is eligible to be a shareholder of this corporation. No shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

IN WITNESS WHEREOF, the undersigned incorporator and has executed these Amended and Restated Articles of Incorporation this 28th day of June, 1996.



DAVID Z. KITAY

STATE OF FLORIDA

COUNTY OF

The foregoing instrument was acknowledged before me this 28th day of June, 1996, by David Z. Kitay, who is personally known to me or who has produced _____ as identification.


NOTARY PUBLIC



DEBORAH ANN JAMSKI
My Commission CC009957
Expires Nov. 14, 1999

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned hereby accepts the appointment to serve as the initial registered agent of Kitay Medical Consultants, P.A. and states that he is familiar with and accepts the obligations of that position.


G. CHARLES WOHLUST.