

P96000031432



PROFESSIONAL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 07210000000000

REFERENCE : 913429 132254A

AUTHORIZATION :

COST LIMIT : 0 PPD

ORDER DATE : April 10, 1996

ORDER TIME : 10:01 AM

ORDER NO. : 913429

CUSTOMER NO: 132254A

EFFECTIVE DATE

April 8, 1996

CUSTOMER: Sue Thomas, Legal Asst.  
BRONSTEIN CARLSON GLEIM &  
SMITH, P.A.  
Suite 1100  
150 Second Avenue, North  
St. Petersburg, FL 33701

400001775394  
-04/10/96--01035--007  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

DOMESTIC FILING

NAME: THE STEIN MEDICAL GROUP, P.A.

EFFECTIVE DATE: APRIL 8, 1996.

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: JENNIFER MORAN

EXAMINER'S INITIALS:

RECEIVED  
96 APR 10 AM 11:45  
DIVISION OF CORPORATION

GB 4/10/96

ARTICLES OF INCORPORATION  
OF  
THE STEIN MEDICAL GROUP, P.A.

96 APR 10 PM 4:15

The undersigned, hereby acting as incorporator for the purpose of forming a Professional Service Corporation for profit, by virtue of the provisions of Chapters 621 and 607, Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

EFFECTIVE DATE

April 8, 1996

The name of this corporation is The Stein Medical Group, P.A.

ARTICLE II

PRINCIPAL OFFICE

The principal office of this corporation and the mailing address of this corporation is 3527 First Avenue South, St. Petersburg, Florida.

ARTICLE III

DURATION: EFFECTIVE DATE

This corporation shall have perpetual existence commencing as of April 8, 1996.

## **ARTICLE IV**

### **PURPOSE**

This corporation is organized for the following purposes:

1. To engage in every aspect of the practice of medicine and all of its fields of specialization.
2. To engage and render the professional service involved only through its officers, agents and employees who are in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the professional service of this corporation.
3. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.
4. To own real and personal property necessary for the rendering of professional services hereby authorized.
5. To engage in no other business other than rendering of the professional services herein specified.

## **ARTICLE V**

### **CAPITAL STOCK**

This corporation is authorized to issue Ten Thousand (10,000) shares of One Dollar (\$1.00) par value common stock. Shares of the corporation's stock and certificates therefor shall be issued only to persons in good standing and duly licensed or otherwise legally

authorized within the State of Florida to render the same professional service as this corporation.

#### ARTICLE VI

##### REGISTERED OFFICE AND REGISTERED AGENT

The name of the initial Registered Agent of this corporation and the street address of the initial Registered Office is Daniel S. Stein, 3527 First Avenue South, St. Petersburg, Florida. The Registered Agent, by execution of these Articles of Incorporation as incorporator, accepts the appointment as registered agent and agrees to comply with the provisions of all statutes relative thereto, including the obligations of § 607.0505, Florida Statutes.

#### ARTICLE VII

##### INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws but shall never be less than one (1). The name and address of the initial director of this corporation is Daniel S. Stein, 3527 First Avenue South, St. Petersburg, Florida.

## **ARTICLE VIII**

### **INCORPORATOR**

The name and address of the person signing these Articles of Incorporation is Daniel S. Stein, 3527 First Avenue South, St. Petersburg, Florida.

## **ARTICLE IX**

### **AMENDMENT**

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

(b) In the event the ownership of shares of this corporation shall be in any person, trust, corporation, estate or partnership who is not qualified to own such shares under the provisions of Chapter 621, Florida Statutes, and there has been no voluntary transfer of stock, the Board of Directors and Shareholders shall have the power to amend these Articles of Incorporation to effect a change in the nature and purpose of the business authorized by these Articles of Incorporation, so that this corporation shall have the power to conduct any business authorized by Chapter 607, Florida Statutes. If there is a vacancy on the Board of Directors at or after the occurrence of the event referred

to in this subparagraph, that vacancy shall be filled by the remaining Board of Directors until this amendment is complete and effective, or until such ownership of shares no longer exists. No shareholder shall be ineligible to vote on any such amendment merely because he is an ineligible shareholder under Chapter 621, Florida Statutes, but he shall have no other voting right.

#### ARTICLE X

##### SEVERANCE AND TERMINATION OF EMPLOYMENT

If any officer, director, shareholder, agent or employee of this corporation who has been rendering the professional services described in Article IV to the public becomes legally disqualified to render such professional services within this state or accepts employment that places restrictions or limitations upon his continued rendering of such professional services, then, in any such event, such person's office and/or employment with and/or financial interest in this corporation shall cease forthwith; subject, however, to the provisions of Article IX(b) dealing with "Amendments." Should any amendment be effected which changes the nature and purpose of this corporation so that the restrictions of Chapter 621, Florida Statutes, do not apply, then the restriction of this Article shall not thereafter apply; provided, however, that until such amendment is effected, such person shall render no

professional services, shall hold no office, shall not serve on the Board of this corporation, and shall have no financial interest in this corporation except to receive payment for any stock owned and any other amounts that are lawfully due and owing by the corporation.

#### ARTICLE XI

##### RIGHTS OF SHAREHOLDER WHOSE INTEREST TERMINATES UNDER ARTICLE X

If any shareholder of this corporation is required to terminate his financial interest in this corporation because of the application of Article X, or the application of Chapter 621, Florida Statutes, and should these Articles not be amended as provided in Article IX(b), the financial interest of such shareholder shall terminate immediately and automatically, except to receive payment for such stock in this corporation as may be owned by him and any other amounts that are lawfully due and owing to him by the corporation; and such shares of stock shall not be entitled to dividends or stock rights of any kind. Such stock shall be forthwith transferred, sold, purchased, pledged or redeemed at such price or value and under such terms as shall be authorized as set forth in the Bylaws or Shareholders' Agreement,


if any, and if not, by mutual agreement, or if no such agreement can be reached, by arbitration.

#### ARTICLE XII

##### BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

IN WITNESS WHEREOF, the undersigned, being the incorporator of this corporation, executes these Articles of Incorporation and certifies to the truth of the facts herein stated, this 8th day of April, 1996.

  
\_\_\_\_\_  
Daniel S. Stein, INCORPORATOR



P96000031432

LECOMPTE & STEPHENSON, P.A.

MORRIS A. LECOMPTE

ATTORNEYS AT LAW  
CITY CENTER 12TH FLOOR  
100 SECOND AVENUE SOUTH  
ST. PETERSBURG, FLORIDA 33701  
(813) 883-8000  
FAX: (813) 884-1023

MOBILE 731  
P.O. BOX 1300  
ST. PETERSBURG, FL 33731

August 28, 1997

FILE NO.

VIA FEDERAL EXPRESS  
Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

300002200893--2  
-08/29/97--01048--001  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Re: The Stein Medical Group, P.A.

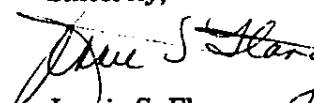
To Whom It May Concern:

Enclosed you will find the Articles of Dissolution for the above corporation. Also enclosed you will find a check in the amount of \$87.50 which amount covers the cost of filing fees and to obtain a certified copy of the Certificate of Dissolution.

Please send the certified copy of the Certificate to my attention at the above address by regular mail.

Thank you for your attention to this matter. If you should have any questions, please feel free to contact me.

Sincerely,

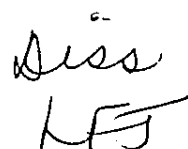
  
Jennie S. Flanagan  
Legal Assistant

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

97 AUG 29 AM 11:43

FILED

/jsf  
enc.



ARTICLES OF DISSOLUTION  
OF  
THE STEIN MEDICAL GROUP, P.A.

FILED  
97 AUG 29 AM 11:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1403 of the Florida Statutes, the undersigned Corporation adopts the following Articles of Dissolution for the purpose of dissolving the Corporation:

ARTICLE I - Name

The name of the Corporation is THE STEIN MEDICAL GROUP, P.A.

ARTICLE II - Date of Dissolution

The dissolution of the Corporation was authorized by all of the Shareholders and Directors of the Corporation as of the 15th day of August, 1997.

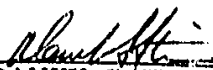
ARTICLE III - Agreement for Dissolution

Pursuant to the authority contained in Sections 607.0821, 607.1402 and 607.0704 of the Florida Statutes, the shareholders and directors of the Corporation authorized the dissolution of the Corporation. Said Authorization was accomplished

This instrument prepared by:  
Morris A. LeCompte, FLA BAR No. 0286761  
LeCompte & Stephenson, P.A.  
100 Second Avenue S., St. Petersburg, FL 33701  
(813) 823-5000

by an Action By Written Consent executed by the holders of all the capital stock of said Corporation, which authorization is sufficient for approval of dissolution.

IN WITNESS WHEREOF, I have subscribed my name on this 18<sup>th</sup> day of August, 1997.

  
By: DANIEL S. STEIN, President