

P96000034670

KORN, ZEHMER & GELLATLY, P.A.
ATTORNEYS AT LAW
JACKSONVILLE, FLORIDA

FILED
SEP 22 1996
FBI

PLEASE REPLY TO:
POST OFFICE BOX 660700
JACKSONVILLE, FLORIDA 32266-0700
TELEFAX (904) 206-0384

SUITE 200, SOUTHPOINT BUILDING
6020 SOUTHPOINT DRIVE, SOUTH
JACKSONVILLE, FLORIDA 32210
TELEPHONE (904) 206-2111

April 12, 1996

Secretary of State
Corporate Division
409 East Gaines Street
Tallahassee, Florida 32301

700001781.137
-04/15/96--01149--015
****122.50 ****122.50

Re: Neonatal Associates of Jacksonville, P.A.

Ladies and Gentlemen:

Enclosed is an original and one copy of articles of incorporation and registered agent designation for the above-named corporation. Also, a check in the sum of \$122.50 is enclosed which represents the following fees: \$35.00 fee to file the articles of incorporation; \$35.00 fee to file the registered agent designation; and \$52.50 for a certified copy of the foregoing.

Please file the enclosed originals and return certified copies to the undersigned in the enclosed, self-addressed stamped envelope. Your prompt attention to this matter is greatly appreciated.

Sincerely yours,

Valentina LoGiurato

Valentina LoGiurato
Legal Assistant

Enclosures
MJK:val/CARZL4.12

4-17-96
TB



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 17, 1996

VALENTINE LOGIURATO
POST OFFICE BOX 550700
JACKSONVILLE, FL 32255-0700

SUBJECT: NEONATAL ASSOCIATES OF JACKSONVILLE, P.A.
Ref. Number: W96000008256

We have received your document for NEONATAL ASSOCIATES OF JACKSONVILLE, P.A. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The registered agent and registered office listed in your articles of incorporation must be consistent throughout 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) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 196A00017881

**ARTICLES OF INCORPORATION
OF
NEONATAL ASSOCIATES OF JACKSONVILLE, P.A.**

ARTICLE I

The name of this professional service corporation is: **NEONATAL ASSOCIATES OF JACKSONVILLE, P.A.** The principal office of the corporation is located at: 1807 Atlantic Boulevard, Jacksonville, Florida 32207.

ARTICLE II

This corporation shall have perpetual existence.

ARTICLE III

The sole and specific purpose for which this corporation is organized is to operate and maintain an establishment and otherwise serve the convenience of its shareholders in carrying on and engaging in the practice of medicine, and to carry on any other lawful activity permitted by Chapter 621 of the Florida Statutes and not specifically precluded by any provision of Section 621.08 thereof.

ARTICLE IV

The aggregate number of shares of stock which the Corporation shall have authority to issue is 5,000, consisting of one class only, designated as "common stock" and having a par value of one dollar (\$1.00) each. Each issued and outstanding share shall be entitled to one vote. The shareholders may, by bylaw provision unanimously approved or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer or encumbrance of the stock of this corporation as they may see fit.

ARTICLE V

No holder of the common stock shall be entitled as a matter of right to subscribe for, purchase or receive any part of any issue of additional stock or shall have any preemptive right to subscribe or purchase the same.

ARTICLE VI

The initial number of directors that the corporation shall have shall be not less than one (1) but may be such greater number as may be elected by the shareholders from time to time in accordance with the Bylaws of the corporation. Unless otherwise provided in the Bylaws, the number of directors that the corporation shall have shall be two (2).

FILED
MAR 23 1972
CLERK OF CIRCUIT COURT
JACKSONVILLE, FLORIDA

ARTICLE VII

The name and post office address of the initial directors, who shall hold office for the first year of existence of the corporation and until their successors are elected or appointed and have qualified, or until the earlier of their removal, resignation or death, are:

<u>Name</u>	<u>Post Office Address</u>
Arthur J. Vaughn, M.D.	3931 Hill Terrace Drive Jacksonville, Florida 32277
Ronald Carzoli, M.D.	148 Indian Hammock Lane Ponte Vedra, Florida 32082

ARTICLE VIII

The name and post office address of the incorporator of this Corporation is as follows:

<u>Name</u>	<u>Post Office Address</u>
Michael J. Korn	6620 Southpoint Drive South, Ste. 200 Jacksonville, Florida 32216

ARTICLE IX

The street address of the initial registered office of this Corporation is 6620 Southpoint Drive South, Suite 200, Jacksonville, Florida 32216, and the name of the initial registered agent of this corporation at that address is Michael J. Korn.

ARTICLE X

All of the shareholders, directors and officers of the Corporation are required at all times to be persons licensed to practice medicine in the State of Florida. If any shareholder, director or officer of the corporation becomes legally disqualified to render professional or other personal services, consultation or advice within this state in connection with the practice of medicine, he shall transfer any shares in the corporation owned by him to the corporation or another person qualified to own such shares, as required by Section 621.10, Florida Statutes, or pursuant to such other arrangements or provisions (not inconsistent with Section 621.10) as may be provided in the bylaws of the corporation or any agreement between such shareholder and the corporation. If at any time all of the shareholders of the corporation shall cease, at any one time and for any reason, to be licensed to practice medicine in the State of Florida, the

corporation shall thereupon be deemed to be converted into and shall henceforth operate solely as a business corporation pursuant to the provisions of Chapter 607, Florida Statutes, as amended, or its successors.

ARTICLE XI

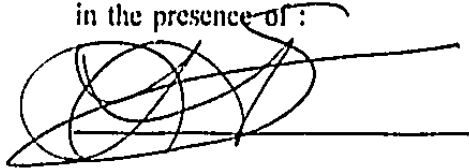
The board of directors is specifically authorized to make provisions for indemnification of directors, officers, employers and agents to the full extent permitted by law.

ARTICLE XII

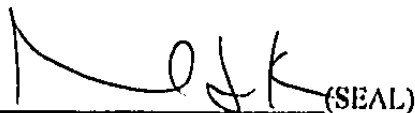
This corporation reserves the right to amend, alter, change or repeal any provisions contained in its Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

THE UNDERSIGNED, being the incorporator of the corporation, hereby declares and certifies that the facts herein stated are true and accordingly has hereunto set his hand and seal this 12th day of April, 1996.

Signed, sealed and delivered
in the presence of :



Thurmon Bailey

 (SEAL)

Michael J. Korn

STATE OF FLORIDA)

COUNTY OF DUVAL)

BE IT REMEMBERED that on this 12th day of April, 1996, personally came before me, Michael J. Korn, the incorporator of the foregoing Articles of Incorporation, known to me personally to be such, and acknowledged the said Articles to be his act and deed and that the facts therein stated are truly set forth.

GIVEN under my hand and seal of office the day and here aforesaid.

Walter D. Lacey
Notary Public, State of Florida at Large

My Commission Expires: 7-30-96



**CERTIFICATE NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

Pursuant to Section 48.091, Florida Statutes, the following is submitted:

That NEONATAL ASSOCIATES OF JACKSONVILLE, P.A., a professional corporation duly organized and existing under the laws of the State of Florida, with its principal office at the City of Jacksonville, County of Duval, State of Florida, located at 1807 Atlantic Boulevard, Jacksonville, Florida 32207, has appointed Michael J. Korn, as its registered agent to accept service of process within this state.

4/12/96

Date

By: Michael J. Korn
Incorporator

ACCEPTANCE

Having been named to accept service of process from the above-stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Florida Statutes relative to keeping open said office.

4/12/96

Date

Michael J. Korn

CARZAOI.96