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REPLY TO: TAMPA OFFICE

April 18, 1996

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

100001799461
-04/29/96--01092--015
*****122.50 *****122.50

Re: Naples Infectious Disease Associates, P.A.

Dear Sirs:

Enclosed herein, please find the Articles of Incorporation for a new corporation, Naples Infectious Disease Associates, P.A..

Also enclosed is a check payable to Florida Department of State, Division of Corporations, in the amount of \$122.50, for filing articles and providing me with a certified copy of the same. Please process the same, as soon as possible, and mail the certified copy to my Tampa address when available.

Should you have any questions concerning the filing of this corporation, please do not hesitate to call me.

Sincerely yours,


TOM FAIRFIELD BROWN

TFB/kl
encs.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
56 APR 29 PM 1:25

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ARTICLES OF INCORPORATION

OF

NAPLES INFECTIOUS DISEASE ASSOCIATES, P.A.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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The undersigned natural person, who is licensed and is otherwise legally authorized to practice the profession of medicine in the State of Florida, hereby forms a professional service corporation in accordance with Florida's "Professional Service Corporation and Limited Liability Company Act", Chapter 621, Florida Statutes, and hereby adopts the following articles of incorporation for such corporation:

ARTICLE I. NAME

NAPLES INFECTIOUS DISEASE ASSOCIATES, P.A.

ARTICLE II. DURATION

The period of the Corporation's duration shall be perpetual or until dissolved on a vote of the shareholders as hereafter provided.

ARTICLE III. PURPOSE

This Corporation is organized for the following purposes:

A: To engage in the practice of medicine as a professional medical corporation and to carry on services incident thereto. The practice of medicine is the sole and exclusive professional service to be rendered by this corporation.

B. To own property, enter into contracts, and to carry on any business necessary or incidental to the accomplishment or furtherance of the purposes or objects of this corporation, or for any other purpose authorized by law.

C. The professional services of this corporation shall be carried out only through officers, employees, and agents, each of whom has been admitted to practice medicine or are otherwise

legally permitted to assist the practice of medicine in the State of Florida.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of capital stock that this Corporation is authorized to issue is 1,000 shares. Such shares shall have a par value of One and No/100 (\$1.00) Dollar per share.

Article V. CAPITALIZATION

The amount of capital with which the Corporation will begin to practice the profession of medicine is not less than Five Hundred and No/100 (\$500.00) Dollars.

ARTICLE VI. PRINCIPAL OFFICE AND DESIGNATION OF REGISTERED AGENT

The address of the Corporation's principal office is 812 Proclamation Drive, Tampa, Florida 33613.

The name and address of the initial registered agent is Juliann Brown, 812 Proclamation Drive, Tampa, Florida 33613.

ARTICLE VII. CORPORATE POWERS

The Corporation shall have all the rights and powers now or hereafter conferred on professional corporations by the laws of the State of Florida.

ARTICLE VII. CORPORATE POWERS

The name and address of each person signing these articles of incorporation as a subscriber is:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES ISSUED</u>
MARK ALLEN BROWN, JR.	812 803 Proclamation Drive Tampa, FL 33613	500

INITIAL CAPITAL CONTRIBUTED

\$500.00

ARTICLE IX. DIRECTORS

The Corporation is to be managed by a Board of Directors. The number of directors constituting the initial Board of Directors is two (2), and the names and addresses of the initial directors are:

<u>NAME</u>	<u>ADDRESS</u>
MARK ALLEN BROWN, JR.	812 805 Proclamation Drive Tampa, FL 33613
JULIANN BROWN	812 805 Proclamation Drive Tampa, FL 33613

The initial Directors shall hold office until their successors are elected and qualify as provided in the bylaws. Thereafter the term of office for each director shall be one (1) year and until the election and qualification of a successor. The number of directors set forth herein and constituting the initial Board of Directors shall be the authorized number of directors until such number is changed by a bylaw adopted by the shareholders.

ARTICLE X. OFFICERS

The officers of the corporation shall be elected annually by the Directors of the corporation at such time and place as may be fixed by the By-Laws or by resolution of the Board of Directors, and shall hold office until their successors shall be elected and qualified. The names and addresses of the officers who are to serve until the first annual meeting of the Board of Directors are as follows:

NAME	OFFICE	ADDRESS
MARK ALLEN BROWN, JR.	President	812 Proclamation Drive Tampa, FL 33613
JULIANN BROWN	Secretary/Treasurer	812 Proclamation Drive Tampa, FL 33613

ARTICLE XI. BYLAWS

The initial directors shall submit the proposed bylaws to the shareholders at a meeting to be held for that purpose not more than thirty (30) days following the issuance of the Certificate of Incorporation. Following the adoption of bylaws by unanimous vote of the shareholders, the internal affairs of the corporation are to be regulated and managed in accordance with such bylaws.

ARTICLE XII. DISSOLUTION

The Corporation may be dissolved at any time by demand and notice given by any shareholder. On a dissolution, the corporate property and assets will, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

ARTICLE XIII. TAX STATUS OF CORPORATION

It is the intent of the undersigned subscriber that NAPLES INFECTIOUS DISEASE ASSOCIATES, P.A., shall be treated as a ^{sub}chapter 5 corporation for federal tax purposes.

IN WITNESS WHEREOF, the undersigned have hereunto set his hand and seal on this 25th day of April, 1996.

 (SEAL)
MARK ALLEN BROWN, JR., INCORPORATOR

I hereby am familiar with and accept the duties and responsibilities as Registered Agent
for said Corporation.

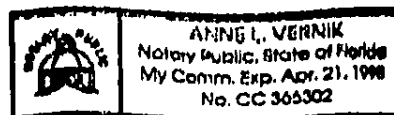
Julianne H. Brown
JULIANNE BROWN
Registered Agent

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was subscribed to me on this 25th day of April, 1996, by
MARK ALLEN BROWN, JR., who is personally known to me or who produced _____ as
identification.

Anne L. Vernik
NOTARY PUBLIC - STATE OF FLORIDA

My Commission Expires:



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SECRETARY OF STATE
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