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WINDERWEEDLE, HAINES, WARD & WOODMAN, P.A.

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REPLY TO:  
ORLANDO OFFICE

W. H. WINDERWEEDLE (1900-1970)  
WILLIAM H. HAINES (1900-1995)

HAINETT BANK BUILDING  
250 PARK AVENUE, SOUTH  
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WINTER PARK, FL 32700-0880

TELEPHONE (407) 844-8312  
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HAROLD A. WARD, III  
ALLISON L. WARREN  
W. GRAHAM WHITE  
VICTOR E. WOODMAN

April 29, 1996

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

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-05/01/96--01119--016  
\*\*\*122.50 \*\*\*122.50

Re: The Lung Clinic, P.A.

Dear Sir/Madam:

Enclosed please find the following documents pursuant to the incorporation of The Lung Clinic, P.A.:

1. The executed Articles of Incorporation;
2. A copy of the executed Articles of Incorporation to be certified and returned; and
3. A check in the amount of \$122.50 to cover the required filing fees and certified copy.

Thank you for your assistance in this matter. Should you have any questions or comments, please contact me at the above number.

Sincerely,



M. Deborah Fricke  
Corporate Legal Assistant

:mdf  
Enclosures

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 MAY -1 PM 2:36

5/7/96

EFFECTIVE DATE

4/29/96

ARTICLES OF INCORPORATION

OF

THE LUNG CLINIC, P.A.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

96 MAY -1 PM 2:37

The undersigned Incorporator, being a person competent to contract, subscribes to these Articles of Incorporation to form a professional service corporation under Chapter 621 of the Florida Statutes and applicable laws.

ARTICLE I

NAME

The name of this Corporation is THE LUNG CLINIC, P.A.

ARTICLE II

NATURE OF BUSINESS

The nature of the business to be transacted by this Corporation is to practice medicine in the State of Florida, pursuant to Chapter 458 of the Florida Statutes and applicable laws, through its officers, employees and agents, who are duly licensed and legally authorized to render such professional services within this state.

ARTICLE III

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. Such common stock shall not be alienated nor redeemed by the Corporation except as specifically provided by the By-Laws of the Corporation.

ARTICLE IV

TERM OF EXISTENCE

The effective date upon which this Corporation shall come into existence shall be April 29, 1996, and it shall exist perpetually thereafter unless dissolved according to law.

## ARTICLE V

### INITIAL REGISTERED OFFICE AND AGENT; INITIAL CORPORATE OFFICE

The street address and mailing address of the initial corporate office is 3719 Molona Drive, Orlando, Florida 32837. The initial registered office of this Corporation is 390 N. Orange Avenue, Suite 1490, Orlando, Florida 32801 and the name of the initial registered agent of this Corporation at that address is J. P. Carolan, III.

## ARTICLE VI

### 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 By-Laws of this Corporation.

C. Nothing in this Article shall be construed to preclude the Directors from serving the Corporation in any other capacity and receiving compensation therefor.

D. The name and street address of the initial member of the Board of Directors, to hold office until the first annual meeting of the Shareholders of this Corporation or until his successor is elected or appointed and has qualified, is:

<u>Name</u>	<u>Address</u>
Muhammad Khan Shaukat, M.D.	3719 Molona Drive Orlando, FL 32837

E. 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.

F. 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 VII

INCORPORATOR

The name and street address of the Incorporator signing these Articles is:

Name

Address

J. P. Carolan, III

390 N. Orange Avenue, Suite 1490  
Orlando, FL 32801

ARTICLE VIII

AMENDMENT

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 a majority of the stock issued and entitled to vote, 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 IX

COMPLIANCE WITH PROFESSIONAL  
SERVICE CORPORATION ACT

These Articles of Incorporation shall be construed so as to comply in all respects with the provisions of the Florida Professional Service Corporation and Limited Liability Act as the same now exists or may from time to time be amended.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation this 29th day of April, 1996.

  
\_\_\_\_\_  
J. P. Carolan, III

STATE OF FLORIDA

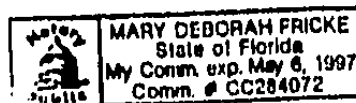
COUNTY OF ORANGE

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 MAY -1 PM 2:37

The foregoing instrument was acknowledged before me this 21<sup>st</sup> day of April, 1996, by J. P. Carolan, III, who is personally known to me or presented \_\_\_\_\_ as identification and who did/did not take an oath.

Mary Deborah Fricke  
NOTARY SIGNATURE

Mary Deborah Fricke  
NOTARY NAME PRINTED  
Notary Public: State of Florida  
My Commission expires: 5/6/97



ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned hereby accepts the appointment to serve as the initial Registered Agent of The Lung Clinic, P.A.

J. P. Carolan, III  
J. P. Carolan, III