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PRINCIPAL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 957819 85036A

AUTHORIZATION : *Patricia Pizutto*

COST LIMIT : \$ 122.50

ORDER DATE : May 17, 1996

ORDER TIME : 10:57 AM

ORDER NO. : 957819

CUSTOMER NO: 85036A

400001827294

CUSTOMER: Robert A. Forlizzo, Esq
JACOBS FORLIZZO & NEAL, P.A.
Suite 300
13577 Feather Sound Drive
Clearwater, FL 34622

DOMESTIC FILING

NAME: EMILIO F. LASTARRIA, M.D.,
P.A.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Clint Fuhrman

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY 17 PM 3:50

RECEIVED
96 MAY 17 PM 12:29
DIVISION OF CORPORATIONS
[Signature]

ARTICLES OF INCORPORATION

OF

EMILIO F. LASTARRIA, M.D., P.A.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 MAY 17 PM 3:50

The undersigned, as incorporator, forms a Professional Service Corporation within the meaning of Florida Statutes, Chapter 621, and the applicable provisions of Florida Statutes, Chapter 607.

ARTICLE I.

NAME

The name of this corporation is **EMILIO F. LASTARRIA, M.D., P.A.**

ARTICLE II.

EFFECTIVE DATE OF ARTICLES

This corporation shall have perpetual existence commencing upon the filing of these Articles of Incorporation with the Department of State of the State of Florida.

ARTICLE III.

NATURE OF PROFESSIONAL BUSINESS

- A. The corporation is organized, and shall be operated, to render "professional services" within the meaning of Florida Statutes, Chapter 621, in the practice of Medicine and each of its specialties as carried on by persons licensed in, or otherwise legally authorized to engage in, such practice in this State.
- B. The corporation shall render its professional services only through its officers, agents and employees who are duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.

ARTICLE IV.

CAPITAL STOCK

- A. This corporation is authorized to issue One Thousand (1,000) shares of One Cent (\$.01) par value common stock.
- B. Each of the shares, when issued and outstanding, shall be identical in all respects and have equal rights and privileges.
- C. Shares of the corporation's stock and certificates therefor shall be issued only to persons duly licensed (and in good standing) or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.

ARTICLE V.

LOSS OF LICENSE;
SEVERANCE AND TERMINATION OF EMPLOYMENT

- A. If any officer, director, shareholder, agent or employee of this corporation who has been rendering professional services to the public becomes legally disqualified to render such professional services within this state or accepts employment that places restrictions or limitations upon his or her continued rendering of such professional services, then, in any such event, such person's office and/or employment with, and/or equity interest in, this corporation shall immediately and automatically cease and terminate, except to receive payment for whatever equity interest in this corporation may be owned by the person as a shareholder.
- B. The shares of stock representing the equity interest of the shareholder whose interest is terminated because of the application of the preceding paragraph shall not thereafter be entitled to voting rights (except as provided hereinafter in regard to liquidation and dissolution or amendment), dividends, options, or stock rights of any kind.
- C. The shares of stock owned by such person shall forthwith be transferred, sold, purchased, pledged or redeemed at such price or value and under such

terms as are authorized or set forth in the bylaws or shareholders' agreement, if any, and if not, by mutual agreement or, if no such agreement can be reached within a reasonable time under the circumstances (and any event within thirty (30) days), then by arbitration in accordance with the Florida Arbitration Code.

- D. However, if a sole shareholder of this corporation becomes disqualified to render professional services for this corporation, the corporation shall cease all business or professional activity until its shares are transferred to a person duly qualified or until the corporation is liquidated and dissolved, or until these articles are amended into a regular business corporation under applicable law, and for those limited purposes only such person shall have voting rights as to his or her shares.

ARTICLE VI.

REGISTERED OFFICE AND REGISTERED AGENT

The name of the Registered Agent of this corporation and the street address of the Registered Office are as follows:

Name: ROBERT A. FORLIZZO

Address: 13577 Feather Sound Drive, Suite 300
Clearwater, FL 34622

ARTICLE VII.

INCORPORATOR

The name and address of the incorporator of this corporation is:

Name: ROBERT A. FORLIZZO

Address: 13577 Feather Sound Drive, Suite 300
Clearwater, FL 34622

ARTICLE VIII.

PRINCIPAL OFFICE

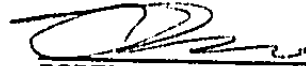
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SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 MAY 17 PM 3:50

The principal address of this corporation is:

Address: 13615 Bruce B. Downs Boulevard, Suite 113
Tampa, FL 33613-4658

IN WITNESS WHEREOF, the undersigned, as incorporator, has hereunto set the undersigned's hand and seal this 16th day of May, 1996, for the purpose of organizing this corporation under the laws of the State of Florida.



ROBERT A. FORLIZZO

ACKNOWLEDGEMENT:

Having been named to accept service of process for 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 provision of said Act relative to keeping open said office.



ROBERT A. FORLIZZO