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PRINCIPAL  
LEGAL & FINANCIAL SERVICE ACCOUNT NO. : 072100000032

REFERENCE : 033228 4346980

AUTHORIZATION : *Patricia Pyzdek*

COST LIMIT : \$ 122.50

ORDER DATE : July 26, 1996

ORDER TIME : 9:52 AM

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ORDER NO. : 033228

CUSTOMER NO: 4346980

CUSTOMER: Ms. Patty Mcelwain-wood  
KALISH & WARD

Suite 4100  
101 East Kennedy Boulevard  
Tampa, FL 33602

DOMESTIC FILING

NAME: BERNARD F. GERMAIN, M.D., P.A.

EFFECTIVE DATE:

XX ART. S 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: Daniel W Leggett

EXAMINER'S INITIALS:

*DL*  
7/29/96

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 JUL 29 PM 2: 14

**ARTICLES OF INCORPORATION**

**OF**

**BERNARD F. GERMAIN, M.D., P.A.**

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The undersigned incorporator hereby executes these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

**ARTICLE 1**

Name

The name of this corporation shall be:

**BERNARD F. GERMAIN, M.D., P.A.**

**ARTICLE 2**

Principal Office and Mailing Address

The address of the principal office and the mailing address of this corporation shall be:  
4914 Andros Drive, Tampa, Florida 33629.

**ARTICLE 3**

Capital Stock

The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 1,000,000 shares of common stock with a par value of \$.01 per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

#### ARTICLE 4

##### Registered Office and Registered Agent

The initial registered office of this corporation shall be located at 4100 Barnett Plaza, 101 East Kennedy Boulevard, Tampa, Florida 33602 and the initial registered agent of this corporation at such office shall be William Kalish. This corporation shall have the right to change such registered agent and such registered office from time to time, as provided by law.

#### ARTICLE 5

##### Board of Directors

The Board of Directors of this corporation shall consist of a number of directors to be fixed from time to time by the stockholders or the by-laws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders.

#### ARTICLE 6

##### Initial Board of Directors

The initial Board of Directors of this corporation shall consist of one (1) member, such member to hold office until his successor or successors have been duly elected and qualify. The name and street address of the initial director are:

<u>Name</u>	<u>Address</u>
Bernard F. Germain, M.D.	4914 Andros Drive Tampa, Florida 33629

ARTICLE 7

Incorporator

The name and street address of the incorporator making these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
William Kalish	4100 Barnett Plaza 101 East Kennedy Boulevard Tampa, Florida 33602

ARTICLE 8

Purposes, Duration and Effective Date

The general nature of the business to be transacted by this corporation, or the objects or purposes of the corporation, shall be as follows:

- (a) to engage solely and specifically in the business of carrying on the general practice of medicine;
- (b) to invest in real estate, mortgages, stocks, bonds or any other type of investments;
- (c) to own real and personal property necessary for the rendering of the above professional services; and
- (d) in general, to have and exercise all powers conferred by the laws of Florida upon professional service corporations, and to do any and all things hereinabove set forth to the same extent as a natural person might or could do.

This corporation shall have perpetual existence.

ARTICLE 9

By-Laws

The power to adopt the by-laws of this corporation, to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation.

ARTICLE 10

Amendment of Articles of Incorporation

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

ARTICLE 11

Affiliated Transactions

The provisions of Section 607.0901, Florida Statutes, relating to affiliated transactions, shall be inapplicable to this corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation for the uses and purposes therein stated.

  
\_\_\_\_\_  
William Kalish

ARTICLES OF INCORPORATION OF  
BERNARD F. GERMAIN, M.D., P.A.  
PAGE 5

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96 JUL 29 PM 2:14

BERNARD F. GERMAIN, M.D., P.A.

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, William Kalish, having been named as registered agent to accept service of process for the above-named corporation at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of such position.

DATED this 25th day of July, 1996.

  
\_\_\_\_\_  
William Kalish

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