

P96000070500



PRIORITY LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 060609 132254A

AUTHORIZATION :

COST LIMIT : : PREPAID

ORDER DATE : August 21, 1996

ORDER TIME : 11:09 AM

ORDER NO. : 060609

CUSTOMER NO: 132254A

CUSTOMER: Sue Thomas, Legal Asst
BRONSTEIN CARLSON GLEIM &
SMITH, P.A.
Suite 1100
150 Second Avenue, North
St. Petersburg, FL 33701

FILED
SECRETARY OF STATE
CORPORATION DIVISION
95 AUG 21 PM 3:25

41 JUL 11 1996
060609-010000-0000

DOMESTIC FILING

NAME: BRANDON CARDIOLOGY CLINIC,
P.A.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Clint Fuhrman

EXAMINER'S INITIALS:

502-672
W96-17611

RECEIVED
96 AUG 21 PM 12:28
DIVISION OF CORPORATIONS
8/23/96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 21, 1996

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: BRANDON CARDIOLOGY CLINIC, P.A.
Ref. Number: W96000017611

RESUBMIT

Please give original
submission date as file date.

*Client is trying to file
Trademark assignment*

simultaneously w/ these - any questions,

We have received your document for BRANDON CARDIOLOGY CLINIC, P.A. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

*Please call
Diane Cushing
(Trademarks)
487-6913.
THANKS!*

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

If you have any questions concerning the filing of your document, please call (904) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 296A00039835

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96 AUG 22 PM 4:12
DIVISION OF CORPORATIONS

EFFECTIVE DATE

8/19/96

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 AUG 21 PM 3:26

ARTICLES OF INCORPORATION

OF

BRANDON CARDIOLOGY CLINIC, P.A.

The undersigned, hereby acting as incorporator for the purpose of forming a Professional Service Corporation for profit, by virtue of the provisions of Chapters 621 and 607, Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of this corporation is Brandon Cardiology Clinic,
P.A.

ARTICLE II

PRINCIPAL OFFICE

The principal office of this corporation and the mailing address of this corporation is Four Columbus Drive, Suite 720 Tampa, Florida 33606.

ARTICLE III

DURATION: EFFECTIVE DATE

This corporation shall have perpetual existence commencing as of August 19, 1996.

ARTICLE IV

PURPOSE

This corporation is organized for the following purposes:

1. To engage in every aspect of the practice of medicine and all of its fields of specialization.
2. To engage and render the professional service involved only through its officers, agents and employees who are in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the professional service of this corporation.
3. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.
4. To own real and personal property necessary for the rendering of professional services hereby authorized.
5. To engage in no other business other than rendering of the professional services herein specified.

ARTICLE V

CAPITAL STOCK

This corporation is authorized to issue Ten Thousand (10,000) shares of One Dollar (\$1.00) par value common stock. Shares of the corporation's stock and certificates therefor shall be issued only to persons in good standing and duly licensed or otherwise legally

authorized within the State of Florida to render the same professional service as this corporation.

ARTICLE VI

REGISTERED OFFICE AND REGISTERED AGENT

The name of the initial Registered Agent of this corporation and the street address of the initial Registered Office are Thomas B. Smith, Esquire, 150 Second Avenue North, Suite 1100, St. Petersburg, Florida 33701. The Registered Agent, by his execution of these Articles of Incorporation as incorporator, accepts the appointment as registered agent and agrees to comply with the provisions of all statutes relative thereto, including the obligations of § 607.0505, Florida Statutes.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws but shall never be less than one (1). The name and address of the initial director of this corporation are Sabanayagam Thangam, Four Columbus Drive, Suite 720, Tampa, FL 33606.

ARTICLE VIII

INCORPORATOR

The name and address of the person signing these Articles of Incorporation are Thomas B. Smith, Esquire, 150 Second Avenue North, Suite 1100, St. Petersburg, Florida 33701.

ARTICLE IX

AMENDMENT

(a) This corporation reserves the right to amend or repeal any of the provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

(b) In the event the ownership of shares of this corporation shall be in any person, trust, corporation, estate or partnership who is not qualified to own such shares under the provisions of Chapter 621, Florida Statutes, and there has been no voluntary transfer of stock, the Board of Directors and Shareholders shall have the power to amend these Articles of Incorporation to effect a change in the nature and purpose of the business authorized by these Articles of Incorporation, so that this corporation shall have the power to conduct any business authorized by Chapter 607, Florida Statutes. If there is a vacancy on the Board of Directors at or after the occurrence of the event referred

to in this subparagraph, that vacancy shall be filled by the remaining Board of Directors until this amendment is complete and effective, or until such ownership of shares no longer exists. No shareholder shall be ineligible to vote on any such amendment merely because he is an ineligible shareholder under Chapter 621, Florida Statutes; but he shall have no other voting right.

ARTICLE X

SEVERANCE AND TERMINATION OF EMPLOYMENT

If any officer, director, shareholder, agent or employee of this corporation who has been rendering the professional services described in Article IV to the public becomes legally disqualified to render such professional services within this state or accepts employment that places restrictions or limitations upon his continued rendering of such professional services, then, in any such event, such person's office and/or employment with and/or financial interest in this corporation shall cease forthwith; subject, however, to the provisions of Article IX (b) dealing with "Amendments." Should any amendment be effected which changes the nature and purpose of this corporation so that the restrictions of Chapter 621, Florida Statutes, do not apply, then the restriction of this Article shall not thereafter apply; provided, however, that until such amendment is effected, such person shall render no

professional services, shall hold no office, shall not serve on the Board of this corporation, and shall have no financial interest in this corporation except to receive payment for any stock owned and any other amounts that are lawfully due and owing by the corporation.

ARTICLE XI

RIGHTS OF SHAREHOLDER WHOSE INTEREST TERMINATES UNDER ARTICLE VIII

If any shareholder of this corporation is required to terminate his financial interest in this corporation because of the application of Article X, or the application of Chapter 621, Florida Statutes, and should these Articles not be amended as provided in Article IX(b), the financial interest of such shareholder shall terminate immediately and automatically, except to receive payment for such stock in this corporation as may be owned by him and any other amounts that are lawfully due and owing to him by the corporation; and such shares of stock shall not be entitled to dividends or stock rights of any kind. Such stock shall be forthwith transferred, sold, purchased, pledged or redeemed at such price or value and under such terms as shall be authorized as set forth in the Bylaws or Shareholders' Agreement,

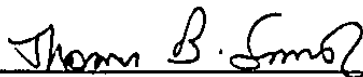
if any, and if not, by mutual agreement, or if no such agreement can be reached, by arbitration.

ARTICLE XII

BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

IN WITNESS WHEREOF, the undersigned, being the incorporator of this corporation, executes these Articles of Incorporation and certifies to the truth of the facts herein stated, this 19th day of August, 1996.



THOMAS B. SMITH

115853

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 AUG 21 PM 3:26

P96 0000 70500

BRONSTEIN, CARLSON, GLEIM & SMITH, P.A.

Joel D. Bronstein
Susan W. Carlson
Holger D. Gleim
Jeffrey J. Kallan
Thomas B. Smith

Suite 1100
150 Second Avenue North
St. Petersburg, Florida 33701

(813) 898-6688
Fax (813) 898-8811

Refer to File No.

Writer's Direct Dial No.

964040
September 23, 1996

898-6690

Registered Agent/Address Section
Bureau of Corporate Records
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32314

700001956747
-09/25/96-01071-005
*****35.00 *****35.00

RE: Brandon Cardiology Clinic, P.A.

Gentlemen:

Enclosed please find the original and duplicate copy of a Change of Registered Office and Agent for the above-referenced corporation, along with our client's check in the amount of \$35.00 representing the filing fee.

Please acknowledge filing of this document by stamping the duplicate copy and returning same to me.

If you have any questions in connection with the documents, or need further information, please contact me by telephone rather than returning the document.

Very truly yours,

Sue Thomas
Sue Thomas
Paralegal to
Thomas B. Smith

FILED
96 SEP 25 AM 05:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ST/klm
Enc.

cc: Brandon Cardiology Clinic, P.A.
116467

R.A. Charge
LFS
9-27-96

CHANGE OF REGISTERED OFFICE AND AGENT
OF
BRANDON CARDIOLOGY CLINIC, P.A.

FILED
96 SEP 25 AM 10:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TO: SECRETARY OF STATE OF FLORIDA

1. The name of the Corporation is Brandon Cardiology Clinic, P.A.
2. The current registered office is located at 150 Second Avenue North, Suite 1100, St. Petersburg, FL 33701.
3. The registered office will be changed to 320 Oakfield Drive, Suite A, Brandon, FL 33511.

THIS IS THE CORRECT BUSINESS ADDRESS OF THE CORPORATION,
PLEASE CHANGE YOUR RECORDS ACCORDINGLY.

4. The current registered agent is Thomas B. Smith.
5. The successor registered agent will be Magan L. Bakaranian.
6. The street address of the Corporation's registered office and the business office of its registered agent, as changed above, will be identical.
7. All changes made above have been authorized by resolutions duly adopted by the Corporation's Board of Directors.
8. All changes made above have been made by an officer of the Corporation authorized to do so by the Board of Directors.

DATED: 9/9/96

BRANDON CARDIOLOGY CLINIC, P.A.

By: Magan L. Bakaranian
Magan L. Bakaranian, President

ACKNOWLEDGMENT

I hereby accept to act in this capacity, and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with and accept the obligations of 607.0505, Florida Statutes.

Magan L. Bakaranian
Magan L. Bakaranian
Registered Agent