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PREMIER HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 083471 4352702

AUTHORIZATION :

Patricia Leggett

COST LIMIT : \$ 122.50

ORDER DATE : September 12, 1996

ORDER TIME : 11:23 AM

ORDER NO. : 083471

000001945760

CUSTOMER NO: 4352702

CUSTOMER: Ms. Jennifer Lukas
WILLIAMS PARKER HARRISON DIETZ
& GETZEN
200 South Orange Avenue

Sarasota, FL 34230-3258

DOMESTIC FILING

NAME: HENRY E. SMOAK, III, M.D.,
P.A.

EFFECTIVE DATE:

File 3rd

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: Daniel W Leggett

EXAMINER'S INITIALS:

9/13/96

96 SEP 12 PM 11:31
PREMIER HALL
LEGAL & FINANCIAL SERVICES

96 SEP 12 PM 12:12
DIVISION OF CORPORATION

**ARTICLES OF INCORPORATION
OF**

HENRY E. SMOAK, III, M.D., P.A.

RECEIVED
OFFICE OF THE CLERK
STATE OF FLORIDA
CORPORATIONS
96 SEP 12 AM 11:31

These Articles of Incorporation are signed and acknowledged by the incorporator for the purpose of forming a professional corporation under and, in all respects, in compliance with the Florida General Corporation Act, Chapter 607, Florida Statutes, and the Professional Service Corporation Act, Chapter 621, Florida Statutes.

1. Name. The name of the Corporation is:

Henry E. Smoak, III, M.D., P.A.

2. Purposes. The purposes for which this corporation is organized are as follows:

To acquire, establish, own, maintain, manage, operate, conduct, carry on and engage in the practice of medicine, and to make any and all investments and/or own any and all property in the United States or elsewhere authorized or permitted by Chapter 621, Florida Statutes.

In the course or furtherance of such practice of medicine, to invest funds in real estate, mortgages, stocks, bonds or any other investments of any conceivable type whatsoever, and to own any real or personal property necessary or incidental to such practice of medicine.

In general, to do and perform any and all acts and things whatsoever which may be or become necessary, desirable, proper, convenient, connected with or related or incident to the foregoing purposes or powers but which are not forbidden by the laws of the State of Florida; provided, however, that this corporation shall not do any act or thing in conflict with any laws of the State of Florida applicable to the practice of medicine.

3. Principal Office. The principal office of the Corporation is:

One 19th Ave. #4
Indian Rocks Beach, Florida 34635

4. Mailing Address. The mailing address of the Corporation is:

One 19th Ave. #4
Indian Rocks Beach, Florida 34635

5. Authorized Shares. The Corporation is authorized to issue 100,000 shares of common stock having a par value of \$1.00 per share. No share shall be issued except upon payment to the Corporation of the par value of the share in cash or other consideration permitted by law as payment for shares.

6. Preemptive Rights. Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price for which it is offered to others.

7. Registered Agent and Office. The name of the initial registered agent and the address of the initial registered office of the Corporation is:

William G. Lambrecht
200 South Orange Avenue
Sarasota, Florida 34236

By execution hereof, the undersigned accepts appointment as registered agent of the Corporation, and acknowledges that he is familiar with, and accepts, the obligations of that position.

8. Initial Board of Directors. The initial board of directors of the corporation shall be elected by the Incorporator at the first meeting of the Incorporator.

9. Incorporator. The name and address of the Incorporator of the Corporation is:

William G. Lambrecht
200 South Orange Avenue
Sarasota, Florida 34236

10. Bylaws. The initial bylaws of the Corporation shall be adopted by the incorporator or the board of directors. The power to alter, amend or repeal any bylaw shall be vested in the shareholders, except to the extent delegated by the shareholders to the board of directors.

11. Duration. The existence of the Corporation shall commence upon filing by the Florida Department of State and shall be perpetual.

12. Amendment. This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner now or hereafter prescribed by law, and any right conferred upon the stockholders is subject to this reservation.

13. Restriction. No shares of this corporation shall be issued except to an individual who is duly licensed to practice medicine in the State of Florida.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 17th day of September, 1996.

William G. Lambrecht
William G. Lambrecht
Incorporator and Registered Agent

72-17177

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP 12 AM 11:31