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TALLAHASSEE, FL 32309-9607

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PRESS RELEASE
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 125740 85036A

AUTHORIZATION : Patricia Pyjunt

COST LIMIT : \$ 70.00

ORDER DATE : October 18, 1996

ORDER TIME : 3:19 PM

ORDER NO. : 125740-005

CUSTOMER NO: 85036A

CUSTOMER: Lori Ammons, Legal Assistant
JACOBS FORLIZZO & NEAL, P.A.

Suite 300
13577 Feather Sound Drive
Clearwater, FL 34622

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TALLAHASSEE, FLORIDA

000001031008-10

DOMESTIC FILING

NAME: PASCO/PINELLAS PEDIATRICS,
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: Cindy Helentjaris

EXAMINER'S INITIALS: _____

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DIVISION OF CORPORATION

W-22302
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10.24.96



FLORIDA DEPARTMENT OF STATE
Sandra B. Morthum
Secretary of State

October 21, 1996

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

SUBJECT: PASCO/PINELLAS PEDIATRICS, P.A.
Ref. Number: W96000022302

RESUBMIT
Please give original
submission date as file date.

We have received your document for PASCO/PINELLAS PEDIATRICS, P.A. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The specific nature of business of the professional association must be stated in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6932.

Kimberly Rolfe
Document Specialist

Letter Number: 296A00048365

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DIVISION OF CORPORATION

ARTICLES OF INCORPORATION

OF

PASCO/PINELLAS PEDIATRICS, P.A.

The undersigned, as incorporator, forms a corporation within the meaning of the applicable provisions of Florida Statutes, Chapter 607.

ARTICLE I.

NAME

The name of this Corporation is Pasco/Pinellas Pediatrics, P.A.

ARTICLE II.

PRINCIPAL OFFICE

The initial principal address of this Corporation is:

1501 Alternate 19 South, Suite B, Tarpon Springs, FL
34689.

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 sub-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.

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 V.

REGISTERED OFFICE AND REGISTERED AGENT

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

Name: Richard O. Jacobs

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

ARTICLE VI.

INCORPORATOR

The name and address of the Incorporator of this Corporation are:

Name: Richard O. Jacobs

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

ARTICLE VII.

CAPITAL STOCK

This Corporation is authorized to issue 10,000 shares of \$1.00 par value common stock.

ARTICLE VIII.

SHAREHOLDER'S AGREEMENT

The Shareholders of this Corporation may enter into a shareholder's agreement, or similar agreement, providing for the management of this Corporation, the election of Officers or Directors, or other matters. Such an agreement, if signed by all of the Stockholders, shall supersede any provisions of these Articles, or of the Bylaws that are in conflict.

ARTICLE IX.

PREEMPTIVE RIGHTS

The holders of issued and outstanding shares shall be entitled to preemptive rights within the meaning of Florida Statutes, Chapter 607.

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


Richard O. Jacobs

ACKNOWLEDGMENT:

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.
Date: October 16, 1996.


Richard O. Jacobs

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CLERK OF COURT