

P96000095457
AUSLEY & McMULLEN
ATTORNEYS AND COUNSELORS AT LAW

227 SOUTH CALHOUN STREET
P.O. BOX 391 (ZIP 32302)
TALLAHASSEE, FLORIDA 32301
(904) 224-9115 FAX (904) 222-7580

November 21, 1996

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 NOV 21 PM 4:30

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

HAND DELIVERY

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-11/22/96-D1008--008
****122.50 ****122.50

Re: Institute for Treatment of Disorders of Aging, P.A.

Dear Sir or Madam:

Enclosed are an original and one copy of the Articles of Incorporation for the above-referenced corporation. Also enclosed is our check for \$122.50 to cover the filing fee. Please contact our office when the certified copy is ready to be picked-up.

If you have any questions, please call.

Sincerely,



Emily S. Waugh

/cv

Enclosures

esw\ltr\arts.908

Call when
Ready

D. BROWN NOV 22 1996

**ARTICLES OF INCORPORATION
OF**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 NOV 21 PM 4:30

INSTITUTE FOR TREATMENT OF DISORDERS OF AGING, P.A.

The undersigned Incorporators hereby file these Articles of Incorporation in order to form a Corporation under the laws of the State of Florida, effective November 21, 1996.

**ARTICLE I.
Name and Principal Office**

The name of this Corporation shall be **INSTITUTE FOR TREATMENT OF DISORDERS OF AGING, P.A.** The principal place of business and mailing address of this Corporation is Suite 506, 1401 Centerville Road, Tallahassee, Florida 32308.

**ARTICLE II.
Nature of Business**

The Corporation is organized for the purpose of engaging in any or all activity or business permitted under the Florida Professional Services Corporation Act for the rendering of professional medical services, clinical services, research, and related activities.

**ARTICLE III.
Stock**

The authorized capital stock of this Corporation shall consist of 1000 shares of common stock with a par value of \$1.00 per share. The stock of the Corporation shall be issued for such consideration as may be determined by the Board of Directors but not less than par value. Shareholders may enter into agreements with the Corporation or with each other to control or restrict the transfer of stock and such agreements may take the form of

options, rights of first refusal, buy and sell agreements, or any other lawful form of agreements.

ARTICLE IV. Powers

This Corporation shall have all the corporate powers enumerated in the Florida Business Corporation Act and the Florida Professional Services Corporation Act.

ARTICLE V. Incorporators

The names and street addresses of the Incorporators of this Corporation are as follows:

Ricardo Ayala, M.D.	Suite 300, 1401 Centerville Road, Tallahassee, Florida 32308
Gery K. Florio, M.D.	Suite 300, 1401 Centerville Road, Tallahassee, Florida 32308
Charles G. Mattland, M.D.	Suite 300, 1401 Centerville Road, Tallahassee, Florida 32308
J. True Martin, M.D.	Suite 300, 1401 Centerville Road, Tallahassee, Florida 32308
Winston R. Ortiz, M.D.	Suite 300, 1401 Centerville Road, Tallahassee, Florida 32308

ARTICLE VI. Term of Corporate Existence

This Corporation shall exist perpetually unless dissolved according to law.

ARTICLE VII. Address of Registered Office and Registered Agent

The street address of the Initial Registered Office of this Corporation in the State of Florida shall be 227 South Calhoun Street, Tallahassee, Florida 32301. The name of the initial Registered Agent of the Corporation at the above address shall be Robert A. Pierce. The Board of Directors may from time to time change the Registered Office to any other address in the State of Florida or change the Registered Agent.

ARTICLE VIII.
Number of Directors

This Corporation shall have no less than three Directors. The number of Directors may be increased or decreased from time to time in accordance with the By-Laws adopted by the Shareholders.

ARTICLE IX.
Initial Board of Directors

The initial Board of Directors shall consist of five persons. The names and street addresses of the members of the initial Board of Directors of this Corporation who shall hold office until the first annual meeting of the Shareholders and thereafter until their successors are elected are as follows:

Ricardo Ayala, M.D.	Suite 300, 1401 Centerville Road, Tallahassee, Florida 32308
Gery K. Florek, M.D.	Suite 506, 1401 Centerville Road, Tallahassee, Florida 32308
Charles G. Maitland, M.D.	Suite 506, 1401 Centerville Road, Tallahassee, Florida 32308
J. True Martin, M.D.	Suite 300, 1401 Centerville Road, Tallahassee, Florida 32308
Winston R. Ortiz, M.D.	Suite 300, 1401 Centerville Road, Tallahassee, Florida 32308

ARTICLE X.
Officers

The Corporation shall have a president, a secretary and a treasurer and may have additional and assistant officers including, without limitation thereto, one or more vice-presidents, assistant secretaries and assistant treasurers. A person may hold more than one office. The names and addresses of the initial officers are as follows:

President	Charles G. Maitland, M.D.
Treasurer/V.P. #1	Gery K. Florek, M.D.
Secretary/Vice President #2	J. True Martin, M.D.
Vice President #3/Asst. Sec.	Ricardo Ayala, M.D.
Vice President #4/Asst. Treas.	Winston R. Ortiz, M.D.

ARTICLE XI.
Transactions In Which Directors
Or Officers Are Interested

(a) No contract or other transaction between the Corporation and one or more of its Directors or officers or between the Corporation and any other Corporation, firm, or entity in which one or more of the Corporation's Directors or officers are Directors or officers or have a financial interest shall be void or voidable solely because of such relationship or interest or solely because such Director or Directors or officer or officers is present at or participates in the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction or solely because his or their votes are counted for such purpose, if:

(1) The fact of such relationship or interest is disclosed or known to the Board of Directors or the committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Director or Directors; or

(2) The fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote thereon and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

(3) The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board of Directors, a committee thereof, or the Shareholders.

(b) Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof which authorizes, approves, or ratifies such contract or transaction.

ARTICLE XII.
Financial Information

The Corporation shall not be required to prepare and provide a balance sheet and a profit and loss statement to its Shareholders. Nor shall the Corporation be required to file a balance sheet or profit and loss statement in its registered office. This provision shall be deemed to have been ratified by the Shareholders each year hereafter unless a resolution to the contrary has been adopted by the Shareholders.

ARTICLE XIII.
Amendment

These Articles of Incorporation may be amended only by: (a) a unanimous affirmative vote of the holders of all of the shares of the Corporation issued, outstanding, and entitled to vote, or (b) as otherwise allowed by law. All rights conferred upon Shareholders hereunder are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the original subscribing Incorporators to the foregoing Articles of Incorporation, have executed these Articles of Incorporation as of 11-21, 1996.



RICARDO AYALA, M.D.
Incorporator

Gery K Florek MD
GERY K. FLOREK, M.D.

Incorporator

Charles G. Maitland
CHARLES G. MAITLAND, M.D.

Incorporator

J. True Martin
J. TRUE MARTIN, M.D.

Incorporator

Winston R. Ortiz
WINSTON R. ORTIZ, M.D.

Incorporator

STATE OF FLORIDA
COUNTY OF LEON

The foregoing Instrument was acknowledged before me this 21 day of Nov., 1996, by Ricardo Ayala, M.D., who is personally known to me and who did not take an oath.

Carol J. McIntosh
Signature of Notary Public

Notary Seal/Stamp:



CAROL J. MCINTOSH
MY COMMISSION # CC337275 EXPIRES
January 22, 1998
BONDED THRU TROY FAY INSURANCE, INC.

STATE OF FLORIDA
COUNTY OF LEON

The foregoing Instrument was acknowledged before me this 20 day of Nov, 1996, by **Gery K. Florek, M.D.**, who is personally known to me and who did not take an oath.

Jacqueline D. Palmieri
Signature of Notary Public

Notary Seal/Stamp:



Jacqueline D. Palmieri
MY COMMISSION # CC568870 EXPIRES
July 10, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

STATE OF FLORIDA
COUNTY OF LEON

The foregoing Instrument was acknowledged before me this 21st day of Nov, 1996, by **Charles G. Maitland, M.D.**, who is personally known to me and who did not take an oath.

Jacqueline D. Palmieri
Signature of Notary Public

Notary Seal/Stamp:



Jacqueline D. Palmieri
MY COMMISSION # CC568870 EXPIRES
July 10, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

STATE OF FLORIDA
COUNTY OF LEON

The foregoing instrument was acknowledged before me this 21 day of November, 1996, by **J. True Martin, M.D.**, who is personally known to me and who did not take an oath.

Carol J. McIntosh
Signature of Notary Public

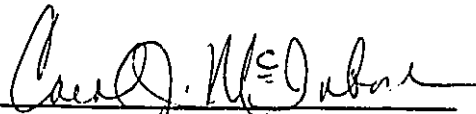
Notary Seal/Stamp:



CAROL J. MCINTOSH
MY COMMISSION # CC337275 EXPIRES
January 22, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

STATE OF FLORIDA
COUNTY OF LEON

The foregoing instrument was acknowledged before me this 21st day of NOV, 1996, by Winston R. Ortiz, M.D., who is personally known to me and who did not take an oath.



Signature of Notary Public

Notary Seal/Stamp:



CAROL J. MCINTOSH
MY COMMISSION # CC337275 EXPIRES
January 22, 1999
BOWEN TROTT TROY FAIR INSURANCE, INC.

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

In compliance with Florida Statutes, Sections 48.091 and
607.0501, the following is submitted:

INSTITUTE FOR TREATMENT OF DISORDERS OF AGING, P.A., desiring to
organize as a corporation under the laws of the state of Florida, has designated 227 South
Calhoun Street, Tallahassee, Florida 32301, as its initial registered office and has named
Emily S. Waugh
~~Robert A. Pierce~~, located at said address, as its initial Registered Agent effective November
21, 1996.



RICARDO AYALA, M.D.

Incorporator

Dated 11/21, 1996



GERY K. FLOREK, M.D.

Incorporator


Dated 11/20, 1996




CHARLES G. MAITLAND, M.D.

Incorporator

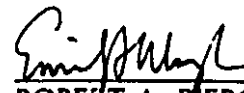
Dated 11/21, 1996


J. TRUE MARTIN, M.D.
Incorporator
Dated Nov. 21, 1996


WINSTON R. ORTIZ, M.D.
Incorporator
Dated Nov. 21, 1996

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Having been named Registered Agent and to accept service of process for the above-stated corporation at the place designated in this certificate, the undersigned hereby accepts said appointment and agrees to act in this capacity effective November 21, 1996. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties and is familiar with and accepts the obligations of his position as Registered Agent.


ROBERT A. PIERCE EMILY S. WAUGH
Registered Agent
Dated November 21, 1996

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