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TALLAHASSEE, FL 32301-2607  
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96 DEC -5 PM 1:28

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



PRIESTER HALL  
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 176682 80749B

AUTHORIZATION :

*Patricia Pizitz*

COST LIMIT : \$ 122.50

ORDER DATE : December 5, 1996

ORDER TIME : 10:08 AM

ORDER NO. : 176682-005

CUSTOMER NO: 80749B

100002020781--6

CUSTOMER: Jack O. Hackett, II, Esq  
FARR FARR EMERICH SIFRIT AND  
HACKETT, PA

115 West Olympia Avenue  
Punta Gorda, FL 33950

DOMESTIC FILING

NAME: ARCADIA MEDICAL CARE, P.A.

EFFECTIVE DATE:

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: W. Charles Earnest

EXAMINER'S INITIALS:

RECEIVED  
96 DEC -5 AM 11:23  
DIVISION OF CORPORATION

12596  
44

**ARTICLES OF INCORPORATION**  
**OF**  
**ARCADIA MEDICAL CARE, P.A.,**  
**a Florida professional service corporation**

**FILED**  
96 DEC -5 PM 1:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, being duly licensed to practice medicine under the laws of the State of Florida, adopt these articles to form a corporation under the Professional Service Corporation Act, F.S. Chapter 621, and other laws of the State of Florida.

**ARTICLE I. NAME**

The name of this professional service corporation is ARCADIA MEDICAL CARE, P.A. Its principal place of business is 713 East Marion Avenue, Suites 201 and 205, Punta Gorda, Florida 33950, and its mailing address is Post Office Drawer 1447, Punta Gorda, Florida 33951-1447.

**ARTICLE II. TERM OF EXISTENCE**

This professional service corporation shall have perpetual existence commencing on the date these Articles of Incorporation are filed with the Florida Department of State.

**ARTICLE III. PURPOSE**

This professional service corporation is organized to engage in every phase and aspect of the practice of medicine. In addition, the professional service corporation may invest the funds of the professional service corporation in real estate, mortgages, stocks, bonds or any other type of investment, and own real and personal property necessary for the rendering of professional services.

**ARTICLE IV. CAPITAL STOCK**

This professional service corporation is authorized to issue TEN THOUSAND shares of no-par value common stock, all of which shall be fully paid and non-assessable.

#### ARTICLE V. REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this professional service corporation is 115 W. Olympia Avenue, Punta Gorda, Florida 33950, and the name of the initial Registered Agent of this professional service corporation at that address is JACK O. HACKETT II.

#### ARTICLE VI. BOARD OF DIRECTORS AND OFFICERS

The business of this professional service corporation shall be conducted by a board of directors which shall consist of one or more members, the exact number of said board of directors to be fixed from time to time by the bylaws of this professional service corporation. The name and post office addresses of the initial board of directors, the president, vice-president, secretary and treasurer who shall hold office for the first year of the existence of the professional service corporation or until their successors are elected or appointed and have qualified, are as follows:

<u>DIRECTORS</u>	<u>ADDRESS</u>
Dr. Samuel V. Estepa	713 East Marion Avenue Suites 201 Punta Gorda, Florida 33950
Dr. Luis D. Berrios	713 East Marion Avenue Suite 205 Punta Gorda, Florida 33950

<u>OFFICERS</u>	<u>TITLE</u>	<u>ADDRESS</u>
Dr. Samuel V. Estepa	President	713 East Marion Avenue Suites 201 Punta Gorda, Florida 33950
Dr. Luis D. Berrios	Vice President, Secretary and Treasurer	713 East Marion Avenue Suite 205 Punta Gorda, Florida 33950

## ARTICLE VII. INCORPORATORS

The names and addresses of the incorporators are as follows:

<u>INCORPORATORS</u>	<u>ADDRESS</u>
Dr. Samuel V. Estepa	713 East Marion Avenue Suites 201 Punta Gorda, Florida 33950
Dr. Luis D. Berrios	713 East Marion Avenue Suite 205 Punta Gorda, Florida 33950

## ARTICLE VIII. SUBSCRIBERS

The names and addresses of each subscriber to the shares of stock of the professional service corporation and a statement of the number of shares of stock which each agrees to take are as follows:

<u>NAME</u>	<u>NO. OF SHARES</u>	<u>ADDRESS</u>
Dr. Samuel V. Estepa	500	713 East Marion Avenue Suites 201 Punta Gorda, Florida 33950
Dr. Luis D. Berrios	500	713 East Marion Avenue Suite 205 Punta Gorda, Florida 33950

## ARTICLE IX. RESTRAINT ON ALIENATION OF SHARES


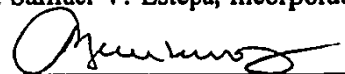
The shareholders of the professional service corporation shall have the power to include in the bylaws, adopted by a majority of the shareholders of the professional service corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer or other disposition of any of the outstanding stock of the professional service corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions and details, of the disposition shall be determined by the shareholders of the professional service corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of the professional service corporation may sell or transfer his stock in the professional service corporation except to another individual who is eligible to be a shareholder of the professional service corporation, and the sale or transfer may be made only

after it has been approved at a shareholder meeting especially called for that purpose. If any shareholder becomes legally disqualified to practice medicine in the State of Florida or is elected to a public office or accepts employment that places restrictions or limitations on his continuous rendering of such professional services, that shareholder's shares of stock shall immediately become subject to purchase by the professional service corporation in accordance with the bylaws adopted by the shareholders.

#### ARTICLE X. AMENDMENT

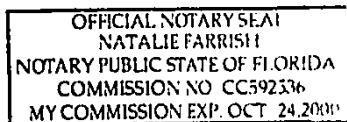
The professional service corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

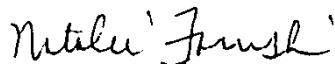
IN WITNESS WHEREOF, we, the undersigned, have made, subscribed and acknowledged these Articles of Incorporation, this 4<sup>th</sup> day of December, 1996.

  
\_\_\_\_\_  
Dr. Samuel V. Estepa, Incorporator  
  
\_\_\_\_\_  
Dr. Luis D. Berrios, Incorporator

STATE OF FLORIDA  
COUNTY OF CHARLOTTE

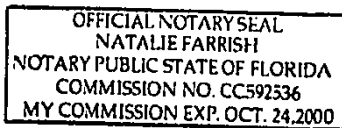
The foregoing instrument was acknowledged before me this 4<sup>th</sup> day of December, 1996 by DR. SAMUEL V. ESTEPA, who is personally known to me or who has produced FLORIDA DRIVERS LICENSE as identification.



  
\_\_\_\_\_  
Signature of person taking acknowledgment  
NATALIE FARRISH  
\_\_\_\_\_  
Name typed, printed or stamped  
10-24-2000  
\_\_\_\_\_  
Commission Expiration

STATE OF FLORIDA  
COUNTY OF CHARLOTTE

The foregoing instrument was acknowledged before me this 4th day of December, 1996 by DR. LUIS D. BERRIOS, who is personally known to me or who has produced FLORIDA DRIVER'S LICENSE as identification.



*Natalie Farrish*

Signature of person taking acknowledgment  
NATALIE FARRISH

Name typed, printed or stamped  
10-24-2000

Commission Expiration

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

FILED  
96 DEC -5 PM 1:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Florida Statutes, Section 48.091 (1987), the following is submitted, in compliance therewith:

First: That, ARCADIA MEDICAL CARE, P.A., a Florida professional service corporation, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at City of Punta Gorda, County of Charlotte, State of Florida, has named:

JACK O. HACKETT II

located at 115 W. Olympia Avenue, Punta Gorda, County of Charlotte, State of Florida, as its agent to accept service of process within this state.

ARCADIA MEDICAL CARE, P.A.

By:

  
Dr. Samuel V. Estepa, President

**ACCEPTANCE**

Having been named to accept service of process for the above stated professional service corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said law relative to keeping open said office.

  
Jack O. Hackett II, Registered Agent