

P96000100189

December 1, 1996

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Fl. 32399

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-12/10/96--01104--005
****122.50 ****122.50

SUBJECT: BARBARA A. Mazzella, M.D., P.A.

I enclose an original and one copy of the Articles of Incorporation for the above corporation and a check in the amount of \$122.50.

FROM:

BARBARA A. MAZZELLA.
8007-8009 WEST SAMPLE RD.
CORAL SPRINGS, FL. 33065
TELEPHONE (954) 755-0053

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SECRETARY OF STATE
TALLAHASSEE FLORIDA



ARTICLES OF INCORPORATION
OF
BARBARA A. MAZZELLA, M.D., P.A.
(A Professional Medical Service Corporation)

ARTICLE I

NAME

The name of this corporation shall be BARBARA A. MAZZELLA, M.D., P.A.

ARTICLE II

SPECIFIC NATURE OF BUSINESS

This corporation is hereby authorized to engage solely in the business of professional service to the public as a professional medical corporation within the meaning of chapter 621, Florida Statutes. The corporation is not permitted to engage in any business other than the rendering of professional medical services, except as may be provided by law. All services rendered by the corporation must be rendered through or by officers, or employees or agents who are duly licensed or otherwise legally authorized to perform professional medical services.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is (1000) shares of with a par value of \$1.00 per share.

ARTICLE IV

INITIAL CAPITAL

This amount of capital with which this corporation shall begin business shall not be less than One Thousand (\$1,000.00) Dollars in cash or property.

ARTICLE V

QUALIFICATION OF SHAREHOLDERS

All shareholders must at all times be:

- (a) Duly licensed and authorized to render medical services within this state.
- (b) Principally engaged in the business of the corporation;
- (c) Qualify as a shareholder in accordance with chapter 621, Florida Statutes.

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ARTICLE VI

RESTRICTION ON ALIENATION OF SHARES

No shareholder may assign transfer any of his or her shares or any interest in his or her shares to any person not entitled to be a shareholder under these articles.

ARTICLE VII

CORPORATE EXISTENCE

The corporation shall have perpetual existence.

ARTICLE VIII

PRINCIPLE OFFICE

The principle office and place of this corporation shall be located at 8007-8009 West Sample Rd., Coral Springs, Fl. 33065 with the privilege of establishing offices and places of business at other places in the State of Florida or the United States of America or abroad as may be permitted by law.

ARTICLE IX

OFFICERS AND DIRECTORS AND

DESIGNATION OF DIRECTOR RESPONSIBILITIES

Pursuant to Florida Statute 607.111, all corporate powers exercisable by or under the authority of the Board of Directors under these Articles and the laws of Florida, shall be exercised or performed by Barbara A. Mazzella, M.D. until such time as her authority in that regard shall be terminated as set forth hereinafter. The authority of Barbara A. Mazzella, M.D. to act in the place and stead of the Board of Directors shall terminate when the holders of more than fifty (50%) percent of the outstanding capital stock of the corporation shall sign and deliver to the principal office of the corporation a writing declaring that the directorship responsibilities of Barbara A. Mazzella, M.D. are terminated, and called a special meeting of the stockholders of the corporation to elect a Board of Directors at such a time and place as shall be designated in said writing. At such special shareholders meeting, three (3) directors shall be elected, with each shareholder being entitled to cast one vote for each of the three directors. Each new director shall be qualified and shall assume his or her office immediately upon receiving a majority of the votes cast for the this office, and shall serve until an successor is elected and qualified at the next annual meeting of the shareholders.

ARTICLE X

SUBSCRIBERS

The name and street address of the initial subscriber to the capital stock of the corporation, who is also the person signing, subscribing and acknowledging these Articles of Incorporation as incorporator is as follows:

Barbara A. Mazzella, M.D. 501 Shares
8007-8009 West Sample Rd.
Coral Springs, Fl. 33065

ARTICLE XI

INITIAL REGISTERED AGENT AND OFFICE

The corporation's initial registered office and the name of the corporation's initial registered agent at such address is:

Barbara A. Mazzella, M.D.
8007-8009 West Sample Rd.
Coral Springs, Fl. 33065

The undersigned has executed these Articles of Incorporation this

9TH day of Dec 1996.

X *Barbara A. Mazzella*
Barbara Mazzella Incorporator

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designation the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:
Barbara A. Mazzella, M.D., P.A.
2. The name and address of the registered agent and office is:
Barbara A. Mazzella, M.D.
8007-8009 West Sample Rd.
Coral Springs, Fl. 33065

Signature: X *Frederic A. Ziegler* ad PA.
Title: Registered Agent
Date: 12/9/96

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance on my duties, and I am familiar with and accept the obligations of my position as registered agent.

Signature: X *Frederic A. Ziegler* ad PA.
Date: X 12/9/96

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