

1201 HAYS STREET  
TALLAHASSEE, FL 32301-2607  
904-222-9171  
904-222-0393 FAX

800-342-8086

896000101141



PRENTICE HALL  
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 189043 1579E

AUTHORIZATION :

*Patricia Pyzdek*

COST LIMIT : \$ 122.50

ORDER DATE : December 16, 1996

ORDER TIME : 9:11 AM

ORDER NO. : 189043-005

CUSTOMER NO: 1579E

CUSTOMER: Ms. Sherry Logsdon  
FOLEY & LARDNER

P. O. Box 3391

Tampa, FL 33601-3391

FILED  
DEC 16 PM 12:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
3000020

DOMESTIC FILING

NAME: WALT KARNISKI, M.D., P.A.

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS:

*12/16/96*  
*[Signature]*

RECEIVED  
DEC 15 AM 9:58  
SECRETARY OF CORPORATION

**ARTICLES OF INCORPORATION  
OF  
WALT KARNISKI, M.D., P.A.**

**THE UNDERSIGNED**, acting as sole incorporator of **WALT KARNISKI, M.D., P.A.** under Chapter 621 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such corporation:

**ARTICLE I**

Name

The name of the corporation is **WALT KARNISKI, M.D., P.A.**

**ARTICLE II**

Business and Activities

This corporation may, and is authorized to, engage in any the practice of medicine and all of its specialties and may invest its funds in real estate, mortgages, stocks, bonds, or any other type of investment and own real or personal property necessary for the rendition of professional services activity in accordance with the provisions of Chapter 621 of the Florida Statutes.

**ARTICLE III**

Shares

The number of shares which the corporation shall have authority to issue is One Thousand (1,000), consisting of a single class of common stock, having a par value of \$0.10 per share.

**ARTICLE IV**

Preemptive Rights

There shall be no preemptive rights with respect to new stock of this corporation.

FILED  
1996 FEB 16 PM 12:02  
TAMPA SECRETARY OF STATE  
TAMPA FLORIDA

## **ARTICLE V**

### **Principal Office**

The address of the Principal Office of the corporation is **4331 Carrollwood Village Drive, Tampa, Florida 33624**. The location of the Principal Office shall be subject to change as may be provided in bylaws duly adopted by the Corporation.

## **ARTICLE VI**

### **Mailing Address**

The mailing address of the corporation is **4331 Carrollwood Village Drive, Tampa, Florida 33624**.

## **ARTICLE VII**

### **Initial Registered Office and Agent**

The address of the initial Registered Office of the Corporation is **4331 Carrollwood Village Drive, Tampa, Florida 33624**, and the initial Registered Agent at such address is **Walt Karniski, M.D.**

## **ARTICLE VIII**

### **Initial Board of Directors**

The number of Directors constituting the initial Board of Directors of the corporation is **One (1)**. The number of Directors may be increased or decreased from time to time, but in no event shall the number of Directors be less than **one (1)**. The name and address of the person who is to serve as initial Director until the first annual meeting of the shareholders of the corporation or until such successor Directors are elected and shall qualify is as follows:


**Walt Karniski, M.D.  
4331 Carrollwood Village Drive  
Tampa, Florida 33624**

**ARTICLE IX**

**Incorporator**

The name and address of the sole incorporator of the corporation is: **Walt Karniski, M.D., 4331 Carrollwood Village Drive, Tampa, Florida 33624.**

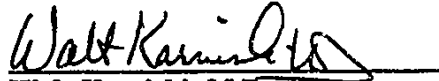
**IN WITNESS WHEREOF**, these Articles have been signed by the undersigned incorporator this 7<sup>th</sup> day of December, 1996.

  
Walt Karniski, M.D., Incorporator

**ACCEPTANCE OF APPOINTMENT BY INITIAL  
REGISTERED AGENT**

**THE UNDERSIGNED**, having been named in Article VII of the foregoing Articles of Incorporation as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that it is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to it as Registered Agent of the corporation.

DATED, this 7<sup>th</sup> day of December, 1996.

  
Walt Karniski, M.D.  
Registered Agent

FILED  
96 DEC 16 PM 12:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA