

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

800-342-8086



networks

PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 190414 122146A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : December 16, 1996

ORDER TIME : 3:48 PM

ORDER NO. : 190414-005

CUSTOMER NO: 122146A

CUSTOMER: Ms. Kelly A. Yeomans
WIESNER ASSOCIATES CHARTERED

Southtrust Bank Plaza, #870
1800 Second Street
Sarasota, FL 34236

DOMESTIC FILING

NAME: MARK H. BRUS, M.D., P.A.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX (1) CERTIFIED COPY
XX (1) PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

FILED
96 DEC 17 AM 8:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 DEC 17 AM 8:12
DIVISION OF CORPORATION

1996-26428

509

Dmc 12/17/96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

RECEIVED

96 DEC 18 AM 8:37

DIVISION OF CORPORATION

December 17, 1996

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: MARK BRUS, M.D., P.A.
Ref. Number: W96000026428

RESUBMIT
Please give original
submission date as file date.

We have received your document for MARK BRUS, M.D., P.A. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must be identical throughout 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) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 496A00056167

LAW OFFICES OF

WIESNER ASSOCIATES

CHARTERED

IRA STEWART WIESNER
KELLY A. YEOMANS
JAMI L. LEESON

1800 SECOND STREET
SUITE 870
SARASOTA, FLORIDA 34236

FAX ONLY (941) 365-4479
E-MAIL: wiesnerlaw@aol.com

PHONE (941) 365-9900

REPLY TO FILE: 4780.500

December 11, 1996

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Filing via hand delivery by
CSC Networks

SUBJECT: MARK BRUS, M.D., P.A.

Dear Division of Corporations Representative:

Enclosed are two (2) originals and one (1) copy of the articles of incorporation for the above-referenced proposed professional corporation.

Also enclosed is a check in the amount of \$122.50 for the filing fee and a certified copy. Please release the evidence of filing and the certified copy to CSC Networks, who will forward it to our office.

Please do not hesitate to call if you have any questions. Thank you for your cooperation in this matter.

Very truly yours,

WIESNER ASSOCIATES CHARTERED

By: Kelly Yeomans
Kelly A. Yeomans
For the Firm

KAYky
enclosures
g:\elbrus\incorp.ltr

**ARTICLES OF INCORPORATION
OF
MARK H. BRUS, M.D., P.A.**

FILED
96 DEC 17 AM 8:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, and a physician, duly licensed to render services as such under the laws of the State of Florida, hereby forms a professional corporation for profit under the provisions of Chapter 621, Florida Statutes, as amended by the "Professional Service Corporation and Limited Liability Company Act," and other laws of the State of Florida.

**ARTICLE 1
NAME**

The name of this Corporation shall be MARK H. BRUS, M.D., P.A.

**ARTICLE 2
PURPOSE**

The purposes for which this Corporation is formed are as follows:

- A. To engage in the practice of medicine as a professional corporation and to own and operate a medical clinic for the purposes of providing medical care and treatment.
- B. To promote medical, surgical, and scientific research and knowledge; to furnish related laboratory and clinical services; and to own real and personal property, enter into contracts, and engage in any lawful business necessary for the rendering of such professional services.
- C. To do everything necessary, proper, or convenient for the accomplishment of any of the purposes herein set forth, and to do every other act incidental thereto which is not forbidden by the laws of the State of Florida or by the provisions of these Articles of Incorporation.

The purposes of this Corporation shall be carried out only through officers, employees, and agents, each of whom is duly licensed or otherwise legally qualified to render professional medical services in the State of Florida.

ARTICLE 3
STOCK

The maximum number of shares of stock that this Corporation shall be authorized to have outstanding at any one time shall be Five Hundred (500). There shall be only one class of stock, designated as common stock. The initial par value of each share shall be \$1.00. All stock issued shall be fully paid and non-assessable. The shareholder shall have no pre-emptive rights with respect to the stock of the Corporation, and the Corporation may issue and sell its common stock from time to time without offering such shares to the stockholder then holding shares of common stock. Shares of the Corporation's stock and certificates therefor shall be issued only to physicians authorized and licensed to practice medicine in the State of Florida.

ARTICLE 4
INITIAL CAPITAL

The amount of capital with which this Corporation shall begin business shall not be less than Five Hundred (\$500.00) Dollars.

ARTICLE 5
TERM OF EXISTENCE

This Corporation is to exist perpetually, beginning on January 1, 1997.

ARTICLE 6
ADDRESS OF THE CORPORATION

The initial street address of the principal office of this Corporation in the State of Florida is 6128 S. Tamiami Trail, Sarasota, Florida 34231. The Board of Directors shall have the power to establish branch offices, and from time to time, move the principal office of the Corporation to any other address in Florida. The registered office of the Corporation shall be 1800 Second Street, Suite 870, Sarasota, Florida 34236, and the registered agent shall be Ira S. Wiesner, Esquire, whose business address is the same as the registered office of the Corporation.

ARTICLE 7
DIRECTORS

This Corporation shall have one (1) director, initially. The number of directors may be increased or decreased from time to time as permitted by the laws of the State of Florida, and by Bylaws adopted by the shareholders. Any director may be removed from office by a majority of the shares entitled to vote thereon at any annual or special meeting of the shareholders, for any cause deemed sufficient by such shareholders.

ARTICLE 8
INITIAL DIRECTOR

The name and street address of the member of the first Board of Directors, who, subject to provisions of the Bylaws and these Articles of Incorporation, shall hold office for the first year of the Corporation's existence or until a successor is elected and has qualified, is as follows:

Dr. Mark Brus
4184 Via Mirada
Sarasota, FL 34238

ARTICLE 9
STOCK

The stock of this corporation may be issued, owned, and registered only in the name or names of an individual or individuals who are duly authorized and licensed to practice medicine in the State of Florida, and who are employees, officers, or agents of this Corporation. In the event that a shareholder:

- A. becomes disqualified to practice as a physician in this state, or
- B. is elected to a public office or accepts employment that, pursuant to law, places restriction or limitation upon his continued rendering of professional service as a physician, or
- C. ceases to be an employee, officer or agent of the Corporation, or
- D. sells, transfers, hypothecates or pledges, or attempts to sell, transfer, hypothecate or pledge any shares of stock in this Corporation to any person ineligible by law or by virtue of these Articles to be a shareholder in this Corporation, or if such sale, transfer, hypothecation or pledge is made in a manner prohibited by law or in a manner inconsistent with the provisions of these Articles, or the Bylaws of this Corporation, or
- E. suffer an execution to be levied upon his stock, or such stock is subjected to judicial sale or other processes, the effect of which is to vest any legal or equitable interest in such stock in some person other than a shareholder,

then the stock of such shareholder shall immediately stand forfeited and such stock shall be immediately canceled by this Corporation and the shareholder or other person in possession of such stock shall be entitled only to receive payment for the value of such stock which, in the absence of Bylaw provisions or written agreement among the shareholders, shall be the book value thereof as of the last day of the month preceding the month in which any of the above-enumerated events

occurs. The shareholder whose stock becomes so forfeited and is canceled by the Corporation shall forthwith cease to be an employee, officer, director, or agent of the Corporation, and expect to receive payment for his stock in accordance with the foregoing, along with payment of any other sums then lawfully due and owing to said shareholder by the Corporation. Such shareholder shall then and thereafter have no further financial interest of any kind in this Corporation.

ARTICLE 10 TRANSFER OF STOCK

No shareholder of this Corporation may sell or transfer any of such shareholder's share of stock in this Corporation except to another individual who is then duly authorized and licensed to practice medicine in the State of Florida, and such sale or transfer may only occur after the proposed sale or transfer shall have been first approved at a shareholder's meeting specifically called for such purposes. The Corporation's shareholders are specifically authorized from time to time to adopt Bylaws not inconsistent herewith restraining the alienation of shares of stock of this Corporation and providing for the purchase or redemption by the Corporation of its shares of stock.

ARTICLE 11 RESTRICTIONS

In furtherance of, and not in limitation of, the powers conferred by statute, the following specific provisions are made for the regulation of the business and the conduct of the affairs of the corporation:

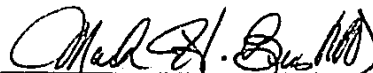
1. Subject to such restriction, if any, as are herein expressed and such further restrictions, if any, as may be set forth in the Bylaws, the Board of Directors shall have the general management and control of the business and may exercise all of the powers of the Corporation except such as may be by statute, or by the Bylaws as constituted from time to time, expressly upon or reserved to the shareholders.
2. The Corporation shall have officers as may from time to time be provided for in the Bylaws, and such officers shall be designated in such manner and shall hold offices for such terms and shall have such powers and duties as may be prescribed by the Bylaws, or as may be determined from time to time by the Board of Directors, subject to the Bylaws.
3. No contract or other transaction between the Corporation and any other firm, association, or corporation shall be affected or invalidated by the fact that any one or more of the directors of the Corporation is or are interested in or is a member, director or officer, or are members, directors, or officers, of such other firm or corporation, and any director or directors individually or jointly may be a party or parties to or may be interested in any contract or transaction of the Corporation or in which the Corporation is interested; and no contract, act, or transaction of the

Corporation with any person, firm, association, or corporation shall be affected or invalidated by the fact that any director or directors of the Corporation is a party or are parties to or interested in such contract, act or transaction or is/are in any way connected with such person, firm, association, or corporation. Further, each and every person who may become a director of the Corporation is hereby relieved from any liability that might otherwise exist from contracting with the Corporation for the benefit of himself or any firm, association, or corporation in which he may in any way be interested.

ARTICLE 12
AMENDMENT

This Corporation reserves the right to amend, alter, change or repeal any provisions contained herein in the manner now or hereafter prescribed by law, and all rights conferred on the shareholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, I, the undersigned subscriber/incorporator, have hereunto set my hand and seal for the purpose of forming this Corporation under the laws of the State of Florida, and I hereby make, subscribe, acknowledge and file in the office of the Secretary of State of the State of Florida these Articles of Incorporation and certify that the facts herein stated are true, all this 27th day of NOVEMBER, 1996.



Dr. Mark Brus, Subscriber/Incorporator
4184 Via Mirada
Sarasota, FL 34238

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 27 day of November, 1996, by **Dr. Mark Brus**, as Incorporator, who is personally known to me or who has produced _____ as identification.



Notary Public
State of Florida
Commission no.:
Commission expires:



KELLY A. YEOMANS
Notary Public, State of Florida
My Comm. Exp. Sept. 24, 2000
Comm. No. CC 587970

FILED

96 DEC 17 AM 8:59

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
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 DESIGNATING THE
REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: MARK H. BRUS, M.D., P.A.
2. The name and address of the registered agent and office is:
Ira S. Wiesner, Esquire
1800 Second Street, Suite 870
Sarasota, FL 34236

Having been named as registered agent 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 of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Ira S. Wiesner, Esquire,
Registered Agent

11-27-96

Date

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 27 day of November, 1996, by
Ira S. Wiesner, Esquire, as Registered Agent, who is personally known to me or who has produced

as identification.



KELLY A. YEOMANS
Notary Public, State of Florida
My Comm. Exp. Sept. 24, 2000
Comm. No. CC 587970

Kelly Yeomans

Notary Public
State of Florida
Commission no.:
Commission expires: