

Memo From..

797000011287

CONSULT ONE, INC.

3773 Central Avenue  
St. Petersburg FL 33713

813-327-1202

January 31st, 1997

DEPARTMENT OF STATE  
CORPORATE RECORDS BUREAU  
P O BOX 6327  
TALLAHASSEE FL 32314

RE: ARTICLES OF INCORPORATION

500002075845--9  
-02/03/97--01045--002  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Enclosed are the following:

Articles of Incorporation  
Check in the Amount \$70.00

Please accept this as request for a Corporate Charter for:

TAMPA BAY NEUROLOGICAL CLINIC PA.

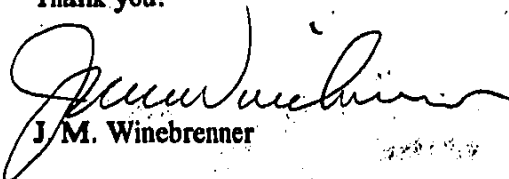
No certified copy is required.

Address all correspondence to:

TAMPA BAY NEUROLOGICAL CLINIC PA.  
3773 Central Avenue, Suite C001  
St Petersburg FL 33713-8338

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Thank you!

  
J. M. Winebrenner

encl

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ARTICLES OF INCORPORATION

The undersigned natural person(s) competent to contract, and duly licensed to render services hereinafter mentioned, hereby make, subscribe and acknowledge these Articles of Incorporation in order to organize and incorporate under the Professional Service Corporation Act and other laws of this State, with the corporate name as stated in ARTICLE XI.

### ARTICLE I - OBJECTS

The corporation may engage in any activity of business permitted under the laws of the United States and of this State and of the Professional Service Corporation Act of this State, except as otherwise limited herein.

### ARTICLE II - CAPITAL

The amount of Capital with which this corporation will begin business shall not be less than Five Hundred Dollars.

### ARTICLE III - DURATION

The duration of this corporation shall be perpetual. Corporation existence shall begin at the time of the subscription and acknowledgement hereof, provided that all of the requirements of the law are met.

### ARTICLE IV - ADDRESS

The initial street address in the State of the initial registered office of the corporation shall be stated in ARTICLE XI.

### ARTICLE V - NUMBER OF DIRECTORS

The number of directors of this corporation shall initially be never less than the minimum number required by law nor more than nine. The number may be increased or decreased as is authorized by the Bylaws.

### ARTICLE VI - DIRECTORS, OFFICERS AND SUBSCRIBERS

The names and street address of the members of the first Board of Directors of this corporation who shall hold office for the first year, or until successors are elected or appointed and have qualified and the name and street address of each subscriber, and a statement of the number of shares of stock which agrees to take and the value of the consideration therefore are as stated in ARTICLE XIV.

## **ARTICLE VII - POWERS OF CORPORATION**

The POWERS of the corporation are the following:

- A. To have all the Powers stated in Florida Statutes, applicable to this corporation.
- B. To render professional services ancillary to the field of medicine through persons duly licensed to practice medicine in the State of Florida.
- C. To employ persons not duly licensed to practice medicine in the State of Florida, but those persons shall render only those services which are considered by custom and practice to be ancillary or incidental to the practice of medicine.
- D. To have all the Powers as are now and/or hereafter conferred upon it by Law.
- E. To appoint such officers and agents as its affairs shall require, and allow them suitable compensation.
- F. To request changes in the Certificate of Incorporation of the corporation at any time pursuant to law.
- G. To change the street address in this State of the principal office of the corporation and to establish other locations for the corporate operations, from time to time, pursuant to the Bylaws, and without the necessity of amending the Certificate of Incorporation.
- H. To invest the funds of this corporation in real estate, mortgage, stocks, bonds, or any other type of investment, and to own real and personal property necessary for the rendering of professional services.
- I. To purchase and acquire, in accordance with Law and the Bylaws, any or all of its shares owned and held by any person or entity who desires to sell, transfer, or otherwise dispose of said shares.
- N. To establish plans, such as, but not limited to, pension, profit-sharing, wage continuation, group term, medical care and accident and health.

## **ARTICLE VIII - CONFLICT OF INTEREST**

Provided due notice is given to this corporation:

- A. No contract or other transaction between this corporation and any other corporation shall be affected by the fact that any director or officer of this corporation is interested in, or is a director or officer of, such other corporation.
- B. Any director of this corporation, individually or jointly, may be a party to, or may be interested in, any contract or transaction of this corporation or in which this corporation is interested.
- C. No contract, or other transaction of this corporation with any person, firm, or corporation shall be affected by the fact that any director or officer of this corporation is in any way connected with such person, firm, or corporation.

## **ARTICLE IX - REGISTERED AGENT**

Pursuant to Chapter 48.091 and Chapter 607.0501, Florida Statutes, the undersigned names the person described in ARTICLE XIV as its Registered Agent to accept service of process within the State, and such person having been named to accept said service at the place designated in said ARTICLE XIV, hereby accepts to act in said capacity and agrees to comply with the provisions of said act in relating to keeping said office by signing these Articles of Incorporation.

## **ARTICLE X - GENERAL**

A. Unless otherwise stated in the Bylaws, no stockholder shall have a pre-emptive right to purchase his pro rata share of new stock.

B. Unless otherwise provided in the Bylaws, cumulative voting shall not be permitted.

C. Except as otherwise provided by law, the corporation shall be entitled to recognize the exclusive right of a person in whose name any share or shares stand on the record of stockholders as the owner of such share or shares for all purposes, including, without limitation, the rights to receive dividends or other distributions, and to vote as such owner, and the corporation shall not be bound to recognize any equitable or legal claim to or interest in any such share or shares on the part of any other person, whether voluntary or involuntary, whether or not it shall have express or other notice thereof.

**ARTICLE XI - NAME AND ADDRESS**

- A. NAME TAMPA BAY NEUROLOGICAL CLINIC PA  
B. ADDRESS 3773 Central Avenue, #C001  
St. Petersburg FL 33713-8338

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TALLAHASSEE, FLORIDA

**ARTICLE XII - SPECIFIC PURPOSE**

That the corporation shall engage in and conduct professional services in the field of medicine through persons duly licensed to practice medicine in the State of Florida.

**ARTICLE XIII - AUTHORIZED CAPITAL STOCK**

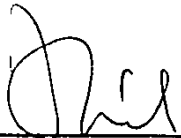
The maximum number of shares of stock that this corporation is authorized to have outstanding shall be 750 shares of \$10.00 par value common voting stock.

**ARTICLE XIV - NAME AND ADDRESS OF DIRECTORS, OFFICERS AND SUBSCRIBERS  
WITH SUBSCRIPTIONS & REGISTERED AGENT**

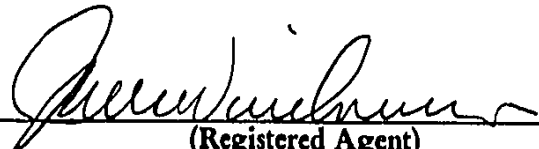
President/ JOANNE LINK  
Subscriber/ 105 UTOPIA 50 Shares  
Director MERRITT ISLAND FL 32952

Registered J.M. WINEBRENNER  
Agent 3773 CENTRAL AVENUE  
ST PETERSBURG FL 33713

IN WITNESS WHEREOF, we the undersigned, have set our hands and seals to the foregoing Articles of Incorporation.

  
\_\_\_\_\_  
(President/Subscriber/Stockholder) (SEAL)

IN FURTHER WITNESS, be it known that I am familiar with and accept the duties and responsibilities as Registered Agent for the above named Corporation.

  
\_\_\_\_\_  
(Registered Agent) (SEAL)

AFFIDAVIT

STATE OF FLORIDA )

COUNTY OF Hillsborough)

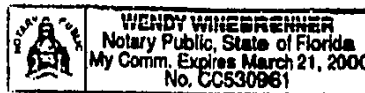
Before me the undersigned authority, authorized to administer oaths and take acknowledgments, personally appeared JOANNE LINK, who executed the foregoing Articles of Incorporation and who acknowledged before me that he/she signed the same for the purpose therein stated.

Witness my hand and official seal at Tampa,

State of FLORIDA, this 30 day of January, 1997

*Personally known*

Wendy Winebrenner  
(Notary Public)



**AFFIDAVIT**

STATE OF FLORIDA )

COUNTY OF PINELLAS )

Before me the undersigned authority, authorized to administer oaths and take acknowledgments, personally appeared J.M. Winebrenner who assisted in executing the foregoing Articles of Incorporation and who acknowledged before me that he signed the same for the purpose therein stated.

Witness my hand and official seal at St Petersburg, Pinellas County,

State of Florida, this 31 day of Jan, 1997

Larry R. Holly  
(Notary Public)

LARRY R. HOLLY  
Notary Public, State of Florida  
My Comm. Expires Jan. 31, 1998  
No. CC344483

**STATUTORY SHORT FORM OF ACKNOWLEDGMENT**

STATE OF FLORIDA )

COUNTY OF PINELLAS )

The foregoing instrument was acknowledged before me as of Jan. 31, 1997, by J.M. Winebrenner, Registered Agent of TAMPA BAY NEUROLOGICAL CLINIC PA, at the city of St. Petersburg, Pinellas County, Florida, on behalf of the corporation. He is personally known to me or has produced Florida Drivers License as identification.

Larry R. Holly  
(Signature of Person taking Acknowledgment)

J.M. Winebrenner (Acknowledger)