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FILED
97 FEB 17 AM 10:15
TALLAHASSEE, FLORIDA

February 13, 1997
500 N. Bermuda Ave.,
Kissimmee, Fl 34741

Division of Corporation
Florida Department of State
P.O. Box 6327
Tallahassee, Fl 32314

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-02/17/97--01031--001
****122.50 ****122.50

Sir / Madam :

EFFECTIVE DATE
3-15-97

I am registering to your office a new professional association named MultiDisciplinary Pain Center, P.A.

Attached is a check in the amount of \$ 122.50 to cover for the registration and certificate issuance fees.

Thank you.

Sincerely,

For: 
Carmelita Bamba-Dagani, M.D.

P.S. Please send response and copy of the Articles of Incorporation at the above address because the stated corporate office is not yet operational. Subject to this Corporation's approval and other regulatory requirements, the conduct of the professional services will commence on March 15, 1997.



FL 04000007

FEB 20 1997

ARTICLES OF INCORPORATION
OF
MULTIDISCIPLINARY PAIN CENTER, P.A.

The undersigned subscriber to these Articles of Incorporation, natural person competent to contract and Doctor of Medicine duly licensed to render services as such under the laws of the State of Florida, hereby form a corporation for profit under the Professional Service Corporation Act and other laws of the State of Florida.

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ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be MULTIDISCIPLINARY PAIN CENTER P.A.

ARTICLE II - GENERAL NATURE OF BUSINESS

The General nature of the business to be transacted by this corporation shall be:

A. To engage in every phase and aspect of the business of rendering the same professional services to the public that a Doctor of Medicine duly licenced under the laws of the State of Florida is authorized to render, but such professional services shall be rendered only through officers, employees and agents of this corporation who are duly licensed under the laws of the State of Florida to practice medicine therein.

B. To invest the funds of this corporation in real estate, mortgages, stocks, bonds or any other type of investments, and to own real and personal property necessary for the rendering of such professional services.

C. To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or objects of this corporation enumerated in these Articles of Incorporation, or any amendment thereof, necessary of incidental to the protection and benefit of this corporation; and in general, either alone or in association with other corporation, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment or furtherance of such purposes of objects of this corporation.

D. It is intended that this corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 621, Florida Statutes, as the same may be from time to time amended.

ARTICLE III - CAPITAL STOCK

A. The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share, which may be fractional shares.

B. All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued shall become and be fully paid and non-assessable, the same as though paid for in cash; and the directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

C. Notwithstanding the foregoing, the corporation shall have the right to increase its capital stock either without par value, and to provide in the event of such increase the designations, preferences, voting powers of restrictions, or qualification of voting powers, of such additional stock, in an amendment to its Certificate of Incorporation.

ARTICLE IV - DURATION

This corporation shall exist perpetually.

ARTICLE V - PRICIPAL ADDRESS AND INITIAL REGISTERED OFFICE AND AGENT

The post office address or the pricipal address of this Corporation and the street addres of the initial registered office of this corporation shall be:

1320 N. Main St. Kissimmee, FL 34741

The name of the initial registered agent of this corporation at that address shall be:

Carmelita Bamba-Dagani., M.D.

ARTICLE VI - BOARD OF DIRECTORS

A. The initial number of directors of this corporation shall be one (1).

B. The number of directors may be increased or diminished from time to time By-Laws adopted by the shareholders, but shall never be less than one (1).

C. Any director may be removed from office by a majority of the stock entitled to vote therein at any annual or special meeting of the shareholders, for any cause deemed sufficient by such shareholders.

D. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation, removal or otherwise, the vacancies shall be filled by the shareholders at their next annual meeting or at a special meeting call for the purpose of filling such vacancies.

ARTICLE VII - INITIAL DIRECTORS AND OFFICERS

The names and streed addresses of the initial members of the Board of Directors and Officers, each hold office for the first year of existence of this corporation or until their successors are elected or appointed and have qualified are:

Carmelita Bamba-Dagani, M.D. 2318 Indian Mound Trail President/Director
Kissimmee, Fl. 36746

ARTICLE VIII - SUBSCRIBER TO ARTICLES

The name and street addresses of the subscriber to these Articles of Incorporation, who is a Doctor of Medicine duly licensed to render services as such under the laws of the State of Florida.

Carmelita Bamba-Dagani, M.D.
2318 Indian Mound Trail
Kissimmee, Fl 34746

ARTICLE IX - SHAREHOLDERS

Shares of this corporation's capital stock shall be issued only to individuals who are duly licensed to render services as a Doctor of Medicine under the laws of the State of Florida. No shareholder of this corporation may sell or transfer his shares of stock therein except to another individual who is eligible to be a shareholder of this corporation. No shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

ARTICLE X - BY-LAWS

The shareholder's of this corporation shall have the sole power to establish, enact, alter or repeal By-Laws for the management of this corporation, and the duties of the officers of this corporation shall be prescribed by such By-Laws. In addition, such By-Laws may include, by unanimous decision of all the shareholders, any regulatory or restrictive provisions regarding the sale, transfer, or other disposition of any of the outstanding shares or stock of this corporation by any of its shareholders, or in the event of the death of any of its shareholders.

ARTICLE XI - ADDITIONAL CORPORATE POWERS

In furtherance, and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objects hereinabove stated, this corporation shall have all singular the following purposes:

A. To enter into, or become a partner in, any arrangement for sharing profits, union of interest, or cooperation, joint venture or otherwise, with any person, firm or corporation to carry on any business which this corporation has the direct or incidental authority to pursue.

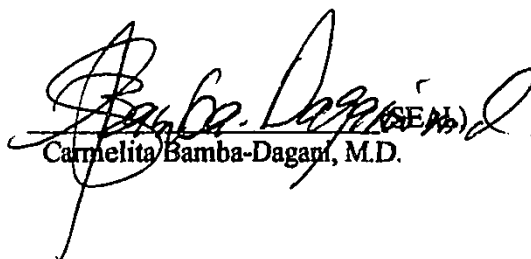
B. At its option, to purchase and acquire any or all of its shares owned and held by any such shareholder as should desire to sell, transfer or otherwise dispose of his shares, or any or all of its shares owned and held by a shareholder who dies, all in accordance with the By-Laws adopted by the shareholders of this corporation setting forth the terms and conditions of such purchase; provided however, the capital of this corporation cannot be impaired thereby.

C. To enter into, for the benefit of its employees, one or more of the following: (a) a pension plan, (2) a profit-sharing plan, (3) a stock bonus plan, (4) a thrift and savings plan, (5) restricted stock option plan, or (6) other retirement or incentive competitive plan.

ARTICLE XII - AMENDMENT

These Articles of incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 10 day of Feb, 1997.


Carmelita Bamba-Dagani, M.D.

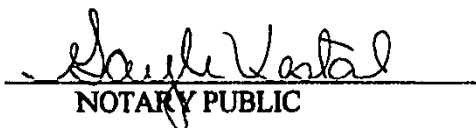
STATE OF FLORIDA
COUNTY OF OSCEOLA

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized to take acknowledgments in the State and County aforesaid, personally appeared CARMELITA BAMBA-DAGANI, M.D., to me known to be the person described as the incorporator in and who executed the foregoing Articles of Incorporation, and she acknowledged before me that she subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State last aforesaid this 10 day of Feb, 1997.



GAYLE VESTAL
My Comm Exp. 12/11/2000
Bonded By Service Ins
No. CC607124
I Personally Known () Other ()


NOTARY PUBLIC

CERTIFICATE DESIGNATING PLACE OF REGISTERED OFFICE
FOR SERVICE OF PROCESS WITHIN THIS STATE
NAMING REGISTERED AGENT UPON WHICH
PROCESS MAY BE SERVED

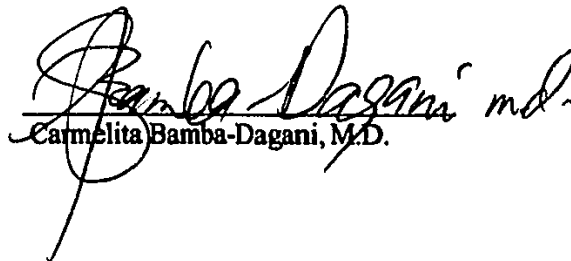
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PURSUANT to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

THAT, MULTIDISCIPLINARY PAIN CENTER, PA, desiring to organize under the laws of the State of Florida, with its principal and registered office as indicated in the Articles of Incorporation in the City of Kissimmee, County of Osceola, State of Florida, has named as its Registered Agent Carmelita Bamba-Dagani, M.D., located at 1320 N. Main St., in the City of Kissimmee, County of Osceola, State of Florida, to accept service within this State.

ACKNOWLEDGMENT

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


Carmelita Bamba-Dagani, M.D.