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JACKSONVILLE, FLORIDA 32256  
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CRYSTAL H. RINER,  
ADMINISTRATOR

February 14, 1997

*Via Regular U.S. Mail*

**Attention: New Filings**

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

**EFFECTIVE DATE**  
2-9-97

500002089685--3  
-02/17/97--01113--006  
\*\*\*\*\*122.50 \*\*\*\*\*122.50

**Re: Filing of Articles of Incorporation for Harsh Sharma, M.D., Inc.**  
**Client Number: 97016**

Dear Division of Corporations:

Please find enclosed an original of the Harsh Sharma, M.D., Inc. Articles of Incorporation and a check in the amount of \$122.50 made payable to "Secretary of State". Please file the same and return all correspondence to the above entitled firm to my attention.

Thank you for your cooperation.

Sincerely,



Robert L. Wortelboer, Esquire  
Corporate Counsel  
Harsh Sharma, M.D., Inc.

CC: Harsh Sharma, M.D.  
D:\WP60\DOCS\97016\SECSTATE.LTR

FILED  
97 FEB 17 AM 8:35  
TALLAHASSEE, FLORIDA

FEB 21 1997

**ARTICLES OF INCORPORATION**  
**OF**  
**HARSH SHARMA, M.D., INC.**

FILED  
91 FEB 17 AM 8:35  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation.

**EFFECTIVE DATE**  
2-9-97

**Article I**  
**Name**

Section 1.1. Name. The name of this corporation is HARSH SHARMA, M.D., INC. and the address is 2614 North Ninth Street, Suite 214, Naples, Florida 34103.

**Article II**  
**Duration**

Section 2.1. Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

**Article III**  
**Purpose**

Section 3.1. Purposes. This corporation is organized for the sole and specific purpose of engaging in every phase and aspect of the business of rendering the same services to the public that a doctor of medicine, duly licensed under the laws of the State of Florida, is authorized to render, but such services shall be rendered only through officers, employees and agents who are duly licensed under the laws of the State of Florida to practice medicine herein.

It is expressly hereby provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this corporation otherwise permitted by law.

**Article IV**  
**Capital Stock**

**Section 4.1. Authorized Capital.** The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 7,500 shares having one dollar (\$1.00) par value per share.

**Section 4.2. Restrictions on Transfer of Stock.** The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

**Article V**  
**Initial Registered Office and Agent**

**Section 5.1. Name and Address.** The street address of the initial registered office of this corporation is 10161 Centurion Parkway North, Suite 190, Jacksonville, FL, 33256, and the name of the initial registered agent of this corporation at that address is Robert L. Wortelboer, Esquire.

**Article VI**  
**Directors**

**Section 6.1. Number.** This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one (1). The manner of selection of directors shall be as provided in the bylaws.

**Section 6.2. Initial Directors.** The names and street addresses of the members of the first board of directors of this corporation are:

<u>Name</u>	<u>Address</u>
Harsh Sharma, M.D.	2614 North Ninth Street, Suite 214 Naples, FL 34103
Dr. Himanshu Sharma	2614 North Ninth Street, Suite 214 Naples, FL 34103

**Section 6.3. Compensation.** The board of directors is hereby specifically authorized to make provision for reasonable compensation to its members for their service as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any directors of this corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

**Section 6.4. Indemnification.** The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

## **Article VII**

### **Bylaws**

**Section 7.1. Bylaws.** The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

## **Article VIII**

### **Incorporator**

**Section 8.1. Name and Address.** The name and street address of the incorporator of this corporation is Joanne Newby, R.N., 1474 W. Granada Blvd., Suite 440-302 Ormond Beach, Florida, 32174.

## **Article IX**

### **Amendment**

**Section 9.1. Amendment.** This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation by a vote of not fewer than seventy-five percent (75%) of its shareholders, and any right conferred upon the shareholders is subject to this reservation.

## **Article X**

### **Dissolution**

**Section 10.1. Dissolution.** The corporation may be dissolved at anytime (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least seventy-five percent (75%) of the outstanding shares of the corporation entitled to vote thereon. On dissolution, the corporation property and assets shall, after payment, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

IN WITNESS WHEREOF, the incorporator has executed these Articles the 9<sup>th</sup>  
day of February, 1997.

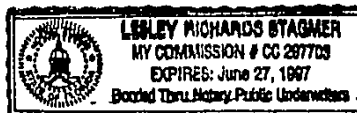
Joanne Newby R.  
Joanne Newby, R.N.

STATE OF FLORIDA     )  
                                  ) ss:  
COUNTY OF VOLUSIA    )

The foregoing instrument was acknowledged before me by Joanne Newby, R.N., this 9<sup>th</sup>  
day of February, 1997.

Lesley Richards Stagmer  
Notary Public, State of Florida  
at Large.

My Commission Expires:



**Certificate Designating or Changing Place  
of Business or Domicile for the Service of Process  
Within This State, Naming Agent Upon  
Whom Process May Be Served**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

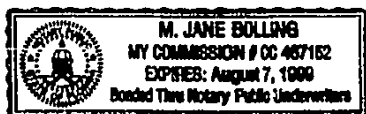
That Harsh Sharma, M.D., Inc., a Florida Corporation, with its principal office as indicated in the Articles of Incorporation has named Robert L. Wortelboer, Esquire at 10161 Centurion Parkway North, Suite 190, Jacksonville, FL, 32256, its agent to accept service of process within this State.

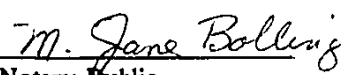
Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, the undersigned hereby accepts to act in this capacity, and agrees to comply with the provision of said act relative to keeping open said office.

  
Robert L. Wortelboer, Esquire

STATE OF FLORIDA     )  
                                  ) ss:  
COUNTY OF DUVAL    )

14<sup>th</sup> SWORN TO AND SUBSCRIBED before me by Robert L. Wortelboer, Esquire, this day of February, 1997.



  
M. Jane Bolling  
Notary Public  
State of Florida At Large

My commission expires: 8-7-99

**ACCEPTANCE**

I hereby agree to act as registered agent for Harsh Sharma, M.D., P.A. as stated in the Articles of Incorporation of said Corporation.

  
Robert L. Wortelboer, Esquire

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