

J. MARVIN GUTHRIE, P. A.

ATTORNEY AT LAW
SUITE 101 THOMPSON EXECUTIVE CENTER
1230 MYRTLE AVENUE SOUTH
CLEARWATER, FLORIDA 34616

J. MARVIN GUTHRIE
BOARD CERTIFIED IN TAXATION

TELEPHONE
(813) 449-1600
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February 1997
P97000017950

Corporate Records Bureau
Division of Corporations
Department of State
409 E. Gaines Street
Tallahassee, FL 32301

100002094551--4
-02/21/97--01091--002
****122.50 ****122.50

Re: Shapiro Medical Institute, P.A.

Dear Sir or Madam:

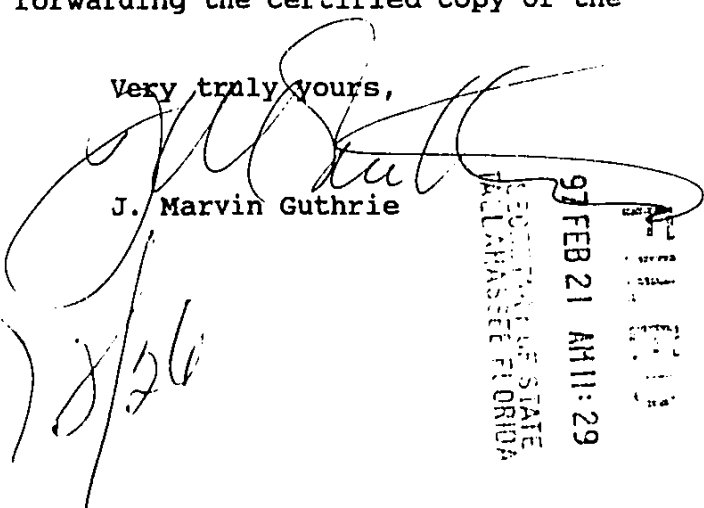
Enclosed herewith for filing are the Articles of Incorporation and designation of Registered Agent for the above-referenced corporation.

Also enclosed is this firm's check made payable to your order in the amount of \$122.50 to cover the following:

Filing Fee	\$ 35.00
Registered Agent Fee	35.00
Certified Copy	<u>52.50</u>
	\$122.50

We would appreciate your forwarding the certified copy of the Articles to this office.

Very truly yours,


J. Marvin Guthrie

JMG:sd
Enclosures

RECEIVED
97 FEB 21 AM 11:29
DEPARTMENT OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
SHAPIRO MEDICAL INSTITUTE, P. A.

FILED
97 FEB 21 AM 11:29
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract and a doctor duly licensed to render professional services as such within the State of Florida, does hereby engage and commit myself in and to the formation of a professional corporation under the laws of the State of Florida pursuant to the provisions of Chapters 607 and 621, Florida Statutes.

I.

NAME

The name of this corporation shall be:

SHAPIRO MEDICAL INSTITUTE, P. A.

II.

PURPOSES

The general nature of the business to be transacted by this corporation is:

To engage in every phase and aspect of the business of rendering the same professional services to the public that physicians duly licensed to practice medicine under the laws of the State of Florida are authorized to render, but such professional services shall be rendered only through the corporation's officers, employees and agents who are duly licensed or otherwise legally authorized under the laws of the State of Florida to practice medicine in such state.

To invest its funds in real estate, mortgages, stocks, bonds or any other type of investments and to own real and personal property necessary for the rendering of the above-described professional services.

To do all and everything necessary and proper for the accomplishment of any of the objects or purposes enumerated in these Articles of Incorporation or any amendment thereto, or in the furtherance thereof or necessary or incidental to the protection and benefit of the corporation, and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or the attainment of the objectives or the furtherance of such purposes or objectives for which this corporation is formed, and to have all of the powers conferred upon this corporation by the laws of the State of Florida or of any other state or country and not prohibited by the Professional Service Corporation Act.

The objects and purposes specified in the foregoing clauses of this Article, unless expressly limited shall not be limited or restricted by reference to, or inference from, any provision in this or any other Article of these Articles of Incorporation, shall be regarded as independent objects and purposes and shall be construed as powers as well as objects and purposes, all as permitted by law.

J. MARVIN GUTHRIE
P. A.
ATTORNEY AT LAW
1230 MYRTLE AVENUE SOUTH
SUITE 100
CLEARWATER, FLORIDA 34616
(813) 449-1600

III.

CAPITAL STOCK

The authorized capital stock of this corporation shall consist of ten thousand (10,000) shares of common stock having a par value of \$1.00 per share. None of the shares of capital stock of this corporation may be issued to anyone other than an individual duly licensed or otherwise legally authorized to practice law in the State of Florida. The shares of capital stock of the corporation shall be issued for such consideration as may be determined by the Board of Directors.

IV.

TERM OF EXISTENCE

This corporation shall begin existence as of the date of the filing of these Articles with the Secretary of State of Florida, and shall exist perpetually unless dissolved according to law.

V.

ADDRESS OF PRINCIPAL OFFICE

The street address of the initial principal office of this corporation in the State of Florida shall be 690 Island Way, #402, Clearwater, Florida 34630.

VI.

INITIAL BOARD OF DIRECTORS

The name and address of the member of the initial Board of Directors, who shall hold office until his successors are

elected or appointed and have qualified, is:

<u>Name</u>	<u>Address</u>
Ronald L. Shapiro, M.D.	690 Island Way, #402 Clearwater, FL 34630

VII.

INCORPORATOR

The name and address of the person signing these Articles of Incorporation is as follows:

<u>Name</u>	<u>Address</u>
Ronald L. Shapiro, M.D.	690 Island Way, #402 Clearwater, FL 34630

VIII.

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 690 Island Way, #402, Clearwater, Florida 34630, and the name of the initial registered agent at such address is Ronald L. Shapiro, M.D.

IX.

INDEMNIFICATION


This corporation shall indemnify and insure its officers and directors, and any former officers and directors, to the fullest extent permitted by law.

X.

AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 13th day of February, A.D. 1997.



Ronald L. Shapiro, M. D.

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, a Notary Public authorized to take acknowledgments in the County and State aforesaid, personally appeared RONALD L. SHAPIRO, M. D., to me known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same.

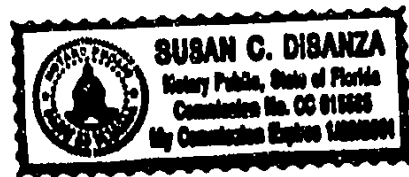
WITNESS my hand and official seal in the County and State last aforesaid, this 13th day of February, A.D. 1997.


(signature)

Susan C. Di Sanza
(printed name)

NOTARY PUBLIC

My Commission Expires:



J. MARVIN GUTHRIE,
P. A.
ATTORNEY AT LAW
1210 MORTUE AVENUE SOUTH
SUITE 101
CLEARWATER, FLORIDA 34616
(813) 449-1800

CERTIFICATE DESIGNATING 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:

First -- That SHAPIRO MEDICAL INSTITUTE, P. A. desiring
to organize under the laws of the State of Florida with its
principal office, as indicated in the Articles of
Incorporation at City of Clearwater, Florida, County of
Pinellas, State of Florida, has named Ronald L. Shapiro, M.
D., 690 Island Way, #402, Clearwater, Florida 34630, County
of Pinellas, State of Florida, as its agent to accept service
of process within this state.

ACKNOWLEDGMENT: (Must be signed by Designated Agent)

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

BY: 

Ronald L. Shapiro, M. D.

FILED
97 FEB 21 AM 11:29
SECRETARY OF STATE
TALLAHASSEE FLORIDA