

P97000018202

2/26/97

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

10:58 AM

((H97000003339 3)))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: MAHONEY ADAMS & CRISER, P.A.

ACCT#: 076226003514

CONTACT: CORINNE P MCCLURE

PHONE: (904)354-1100

FAX #: (904)798-2661

NAME: FLORIDA GI NETWORK, INC.

AUDIT NUMBER.....H97000003339

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0 PAGES..... 5

CERT. COPIES.....0 DEL.METHOD.. FAX

EST.CHARGE.. \$70.00

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE
DOCUMENT

** ENTER 'M' FOR MENU. **

RECEIVED
97 FEB 26 AM 2:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
97 FEB 26 PM 3:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

nc 2/26/97

H97000003339

ARTICLES OF INCORPORATION
FOR
FLORIDA GI NETWORK, INC.

ARTICLE I
NAME, PRINCIPAL OFFICE, REGISTERED OFFICE
REGISTERED AGENT AND INCORPORATOR

Section 1.1 Name. The name of the corporation shall be Florida GI Network, Inc.
("Corporation").

Section 1.2 Principal Office. The principal office and mailing address of the
Corporation is:

1330 South Ft. Harrison Avenue
Clearwater, FL 34616

The Corporation may also have, maintain and operate other offices as shall be proper or
advisable in the discretion of the officers of Board of Directors of the Corporation.

Section 1.3 Registered Office and Agent. The registered office of the Corporation is:

50 North Laura Street
Suite 3400
Jacksonville, Florida 32202

and the registered agent is RAX CO.

RAX CO.
50 North Laura Street
Suite 3400
Jacksonville, Florida 32202

Section 1.4 Incorporator. The incorporator's name and address are:

Wayne W. Adams
501 Park Avenue
Belleair, Florida 34616

Prepared by Linda S. Gemind, Esq.
Mahoney Adams & Criser, P.A.
P. O. Box 4099
Jacksonville, FL 32201
(904) 354-1100
Florida Bar No. 0848352

H97000003339

FILED
97 FEB 26 PM 3:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H97000003339

2

ARTICLE II PURPOSES

The Corporation is organized for the purposes of administering the matching of skilled providers of gastroenterology services in the State of Florida with health care purchasers who desire their services, and the transacting of any and all lawful business permitted under the laws of the United States of America and the laws of Florida.

ARTICLE III CAPITAL STOCK

Section 3.1 Capital Stock. The maximum number of shares of stock which the Corporation is authorized to have outstanding at any one time is three hundred (300) shares of Class A voting common stock having a par value of \$0.01 per share, and one hundred (100) shares of Class B non-voting common stock having a par value of \$0.01. Class A and Class B stock shall be eligible to share pro-rata in any dividends of the Corporation.

Section 3.2 Class A Shares. Class A shares shall only be issued to participating physician providers of gastroenterology services who are shareholders in a participating practice; provided, however, that a participating practice may be issued Class A shares as trustee for a participating provider until such time as the provider becomes a shareholder in the participating practice and eligible under this Section 3.2 to purchase such shares. Such shares shall have no voting rights until properly transferred hereunder to the eligible participating provider. Each Class A shareholder may vote his or her share in connection with the election of a director of the Corporation representing the participating practice of which the Class A shareholder is a shareholder and such other matters as may be set forth from time to time in the Bylaws of the Corporation.

Section 3.3 Class B Shares. Class B shares shall only be issued to participating practices of which one or more physician shareholders are Class A shareholders in the Corporation. Class B shares have no voting rights. Upon dissolution of a Class B shareholder, Class B shares shall be convertible into Class A Shares based on the ratio of the initial purchase price of Class A shares to the initial purchase price of Class B shares. Only participating providers of a participating practice eligible to hold Class A shares prior to such dissolution shall receive Class A shares upon conversion.

Section 3.4 Restriction on Transfer of Stock. The Shareholders may, by Bylaw provision, by Shareholder's Agreement recorded in the minute book or by endorsement on each stock certificate, impose such restrictions on the sale, transfer, or encumbrance of the stock of the Corporation as they may see fit.

H97000003339

H97000003339

3

ARTICLE IV DURATION

The Corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed, except that if they are not filed by the Department of State of the State of Florida within five days (exclusive of legal holidays) after they are executed, corporate existence shall commence upon filing by the Department of State.

ARTICLE V BOARD OF DIRECTORS

Section 5.1 Number. The powers of the Corporation shall be vested in the Board of Directors. The number of directors may be increased or decreased pursuant to the Bylaws of the Corporation, but shall never be less than three (3). The directors and their successors shall be elected, removed and replaced by the Shareholders, pursuant to such procedures as are specified in the Bylaws.

Section 5.2 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.

Section 5.3 Compensation. In accordance with the Bylaws, the Board of Directors may be paid reasonable compensation and expenses associated with their service as directors. Any directors of the Corporation may also serve the Corporation in any other capacity and receive compensation therefor as authorized by the Board of Directors.

Section 5.4 Initial Directors. The name and street address of the initial directors of the corporation are (alphabetically):

David S. Borislow, M.D. 1330 South Ft. Harrison Avenue, Clearwater, FL
34616

Joseph M. Daly, M.D. 33920 US Highway 19 North, Suite 124, Palm
Harbor, FL, 34684

Peter M. Pardoll, M.D. 1609 Pasadena Avenue South, Suite # 3M,
St. Petersburg, FL, 33707

H97000003339

H97000003339

4

ARTICLE VI
BYLAWS

Bylaws shall be adopted, altered, amended or repealed from time to time only by an affirmative vote of seventy percent (70%) of the directors at any regular or special meeting of the Board of Directors, subject to ratification by an affirmative vote of seventy percent (70%) of the Class A shareholders, all as more specifically set forth in the Bylaws.


ARTICLE VII
AMENDMENTS

Amendments to these Articles of Incorporation may be made and adopted at any meeting of the Board of Directors by an affirmative vote of seventy percent (70%) of the directors at any regular or special meeting of the Board of Directors, subject to ratification by an affirmative vote of seventy percent (70%) of the Class A shareholders, all as more specifically set forth in the Bylaws.

APPROVAL

These Articles of Incorporation were duly adopted by the Incorporator of the Corporation on February 20, 1997.

I, the undersigned Incorporator, for the purpose of forming a corporation under the laws of the State of Florida, certify that the facts herein stated are true, and have accordingly set my hand this 20th day of February, 1997.


Wayne W. Adams

H97000003339

H97000003339

5

**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Sections 48.091, 607.0501, and 607.0505, Florida Statutes, the following is submitted:

FLORIDA GI NETWORK, INC., desiring to organize or qualify under the laws of the State of Florida, hereby designates RAX CO. as its registered agent to accept services of process within the State of Florida and the address of its registered office shall be 50 North Laura Street, Suite 3400, Jacksonville, Florida, 32202.

DATED: February 20, 1997


Wayne W. Adams, Incorporator

ACCEPTANCE

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, RAX CO. hereby agrees to accept the appointment as the registered agent and agrees to act in such capacity. RAX CO. further agrees to comply with the provisions of all statutes relative to the proper and complete performance of such duties, and is familiar with and accepts the obligations of such position as registered agent.

DATED: February 20, 1997

RAX CO.

By: 

Its Vice President

FILED
97 FEB 26 PM 3:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H97000003339