

**TAX  
SPECIALISTS,  
INC.**

Telephone  
(813) 849-2398

Robert Zolezzi  
President

*P97000020731*

February 21, 1997

Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, FL 32314

900002102359--4  
-03/03/97--01068--002  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Domestic Charter Filing Section

Dear Sir:

Enclosed are the Articles of Incorporation for SCUNZIAANO AND ASSOCIATES MEDICAL CENTRE INC. and check # 350 dated February 21, 1997 amount \$70.00 for filing fees.

If there are any questions we can be reached by mail or phone at the numbers on our letterhead.

*Lorraine Zolezzi*

Lorraine Zolezzi  
Secretary

1  
Enclosures

MAR 6

6

*B5B*

FILED  
97 MAR -3 PM 1:53  
TALLAHASSEE, FLORIDA

**TAX SPECIALISTS, INC.  
8740 WOODCREST DRIVE  
PORT RICHEY, FL 34668**

FILED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF

SCUNZIAANO & ASSOCIATES MEDICAL CENTRE INC.

The undersigned subscribe to these Articles of Incorporation natural person competent to contract, do hereby form a Corporation for profit under the laws of the State of Florida.

ARTICLE I

NAME

The name of this Corporation is SCUNZIAANO & ASSOCIATES MEDICAL CENTRE INC.

ARTICLE II

COMMENCEMENT OF CORPORATE EXISTENCE

The Corporation's existence shall commence with filing this to the Secretary of State and is to exist perpetually.

ARTICLE III

BUSINESS AND POWERS

A. The general nature of the business or businesses to be transacted by the Corporation is:

- (1) to do business of practice of family medicine;
- (2) to engage in any activity or business permitted under the laws of the United States and the State of Florida; and

B. The Corporation shall have power to do everything necessary, proper, advisable or convenient for the accomplishment of the purposes set forth, and to do all other things incidental to or connected with, which are not prohibited by statute or by these Articles of Incorporation.

ARTICLE IV

AUTHORIZED SHARES

The maximum numbers of shares of each stock authorized to be issued by the Corporation is 1,000 shares of capital stock, all of which shares shall be common shares of the par value of \$1.00 per share and each of which shall have the same rights and privileges.

Each of the common shares shall entitle the holders thereof to one vote at any shareholders meeting and otherwise to participate in all such meetings and in the assets of the Corporation.

ARTICLE V

PREEMPTIVE RIGHT

The shareholder shall have preemptive rights to acquire unissued or treasury shares of the Corporation or securities of the Corporation convertible into a right to subscribe to or acquire such shares of the Corporation.

ARTICLE VI

OWNERSHIP

The name and address of the subscriber to these Articles and the number of share are:

Percent of Shares

Sheela Kutty 13911 Lakeshore Blvd. Suite B Hudson, FL 34667	100 %
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ARTICLE VII

INITIAL REGISTERED OFFICE

The street address of the initial registered office of the Corporation is 13911 Lakeshore Blvd. Suite B, Hudson, Florida 34667, and the name of the initial registered agent at that address is Sheela Kutty. The principal address of the corporation and registered office address are the same.

ARTICLE VIII

BOARD OF DIRECTORS

A. Initial Board of Directors. The name and address of the initial Board of Directors of this Corporation are:

Sheela Kutty  
13911 Lakeshore Blvd. Suite B  
Hudson, FL 34667

B. Number and Term. The Board of Directors shall be composed of no less than one (1) member who shall be elected at the annual meeting of shareholders to be held at the time and place prescribed in the By-laws. Directors need not be shareholders of the corporation. They shall hold office after their election for a period of one year or until their successors are duly elected and qualified.

C. Powers and Duties. Included among the powers and duties of the Board are following:

- (1) electing the officers of the Corporation;
- (2) exercising complete charge of the business of the Corporation's including electing committees of the Board and delegating to them, as well as to the officers of the corporation, such powers in the conduct of the Corporation's business as may be deemed advisable;
- (3) determining the compensation of the officers, including those who may be directors as well.

#### ARTICLE IX

##### OFFICERS

A. Officers of the Corporation shall consist of a President, Secretary and Treasurer, as well as such other officers as the Board of Directors may deem advisable.

B. Officers need not be shareholders of the Corporation.

C. All officers shall have rank, tenure of office, powers, and duties as may be prescribed by the By-laws or the Directors by appropriate resolution.

D. The name and office of first officer is:

Maria Scunziano

President, Secretary and  
Treasurer

#### ARTICLE X

##### MISCELLANEOUS

The Corporation may have other offices, agencies and branches at such places either within or without the State of Florida as may be determined by the Board of directors.

IN WITNESS THEREOF, I have set my hand and seal this 21 day of February, 1997.

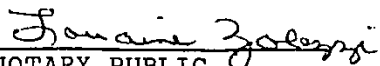
  
\_\_\_\_\_  
Sheila Kutty (SEAL)

STATE OF FLORIDA

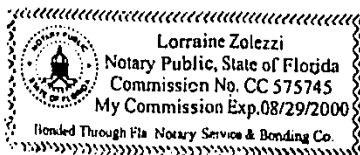
COUNTY OF PASCO

I HEREBY CERTIFY that before me, the undersigned authority, this day personally appeared Sheela Kutty, to me known and known to me to be the person described in and who signed the foregoing Articles of Incorporation, and who acknowledged before me that she executed the same freely and voluntarily for the uses and purposes herein expressed.

WITNESS my hand and official seal at Port Richey, Florida, this 21 day of February 1997.

  
NOTARY PUBLIC  
State of Florida at Large

My commission expires:



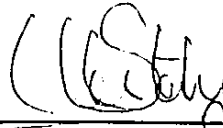
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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

STATE  
TALLAHASSEE, FLORIDA

The undersigned, having been designed as Registered Agent of SCUNZIAANO & ASSOCIATES MEDICAL CENTRE INC., in its Articles of Incorporation, hereby accepts such designation and agrees to comply with the provisions of F.S. #48.091, relative to keeping the Corporation's registered office open.



Sheela Kutty  
Registered Agent