

# CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8870  
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302  
 TOLL FREE No. 1-800-342-8062  
 FAX (904) 222-1222

**PA 7000022737**

NAME \_\_\_\_\_  
 FIRM \_\_\_\_\_  
 ADDRESS \_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
 One Day Service \_\_\_\_\_ Two Day Service \_\_\_\_\_

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Master No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

REQUEST TAKEN CONFIRMED APPROVED

DATE 3-31-97

TIME 9:50 ck No. \_\_\_\_\_

BY CD

WALK-UP  
 Will Pick Up \_\_\_\_\_

\_\_\_\_\_ of \_\_\_\_\_ No \_\_\_\_\_  
 HE: Shert and Associates

**PA 7000022737**

C.C. FEE. DISHU

\_\_\_\_\_ Certified Express™  
 \_\_\_\_\_ Art. of Inc. File  
 \_\_\_\_\_ Corp. Record Search  
 \_\_\_\_\_ Ltd. Partnership File  
 \_\_\_\_\_ Foreign Corp. File  
 \_\_\_\_\_ ☒ Conf. Copy(s) \_\_\_\_\_

\_\_\_\_\_ Art. of Amend. File  
 \_\_\_\_\_ Dissolution/Withdrawal  
 \_\_\_\_\_ C U S -  
 \_\_\_\_\_ Fictitious Name File

\_\_\_\_\_ Name Reservation  
 \_\_\_\_\_ Annual Report/Notestatement  
 \_\_\_\_\_ Reg. Agent Service  
 \_\_\_\_\_ Document Filing

\_\_\_\_\_ Corporate Kit 03/31/97-01019-007  
 \_\_\_\_\_ Vehicle Search \*\*\*\*122.50 \*\*\*\*122.50  
 \_\_\_\_\_ Driving Record  
 \_\_\_\_\_ Document Retrieval

\_\_\_\_\_ UCC 1 or 3 File  
 \_\_\_\_\_ UCC 11 Search  
 \_\_\_\_\_ UCC 11 Retrieval  
 \_\_\_\_\_ File No.'s, \_\_\_\_\_ Copies  
 \_\_\_\_\_ Courier Service  
 \_\_\_\_\_ Shipping/Handling  
 \_\_\_\_\_ Phone ( )  
 \_\_\_\_\_ Top Priority  
 \_\_\_\_\_ Express Mail Prep.  
 \_\_\_\_\_ FAX ( )

SUBTOTALS \_\_\_\_\_

FEE..... \$ \_\_\_\_\_

DISBURSED..... \$ \_\_\_\_\_

SURCHARGE..... \$ \_\_\_\_\_

TAX on corporate supplies..... \$ \_\_\_\_\_

SUBTOTAL..... \$ \_\_\_\_\_

PREPAID..... \$ \_\_\_\_\_

BALANCE DUE..... \$ \_\_\_\_\_

Please remit invoice number with payment  
 TERMS: NET 10 DAYS FROM INVOICE DATE  
 1 1/2% per month on Past Due Amounts  
 Past 30 Days, 10% per Month.

THANK YOU  
 from  
 Your Capital Conn

FILED  
97 MAR 31 PM 5:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**SHORT AND ASSOCIATES, P.A.**

The undersigned, being the attorney representing this corporation, does hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of incorporating a professional corporation for the practice of Ophthalmology under the laws of the State of Florida.

**ARTICLE I  
NAME AND ADDRESS**

The name of this professional corporation shall be SHORT AND ASSOCIATES, P.A. The mailing address of the Corporation is: 9375 - 66th Street North, Pinellas Park, FL 33782. The address of the Corporation's principal office is: 9375 - 66th Street North, Pinellas Park, FL 33782.

**ARTICLE II  
PURPOSE**

This Corporation may engage in any activity or business permitted under the laws of the State of Florida, except that the Corporation shall not render professional services except through its officers, employees, and agents who are duly licensed or otherwise legally authorized to practice Ophthalmology within the State of Florida.

**ARTICLE III  
CAPITAL STOCK AND PREEMPTIVE RIGHTS**

The capital stock authorized and the par value thereof, shall be as follows:

<u>Number of Shares</u>	<u>Par Value</u>
<u>Authorized</u>	<u>Per Share</u>
1,000	\$ .01

All of said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this Corporation. The payment thereof does not have to be at the time of issuance, provided that such shares are subject to calls thereon until the whole consideration

thereof shall have been paid. No shareholder shall have preemptive rights, unless the stockholders otherwise agree.

#### **ARTICLE IV** **BY-LAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders, but the shareholders may provide in any bylaws made by them that such bylaws shall not be altered, amended or repealed by the Board of Directors.

#### **ARTICLE V** **DURATION**

This Corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

#### **ARTICLE VI** **REGISTERED OFFICE AND AGENT**

The address of the initial registered office of this Corporation shall be at 911 CHESTNUT STREET, CLEARWATER, FL 34616, and the name of its initial registered agent at such address is MICHAEL T. CRONIN.

#### **ARTICLE VII** **COMMITTEES**

To the fullest extent allowable by law, the Board of Directors may establish committees of Directors consisting of two (2) or more persons, and the Directors may rely on information, opinions, reports or statements, including any financial statements and other financial data prepared or presented by such committee.

#### **ARTICLE VIII** **INITIAL BOARD OF DIRECTORS**

The number of Directors constituting the initial Board of Directors of the Corporation shall be one (1), and the name and address of the person sworn to serve as Director until the first annual meeting of shareholders or until his successor or successors are elected, qualified and seated is:

<u>Name</u>	<u>Address</u>
Richard L. Short, D.O.	9375 - 66th Street North Pinellas Park, FL 33782.

**ARTICLE IX**  
**APPLICABLE LAWS**

The Corporation shall operate as a professional corporation under Chapter 607 of the Florida Statutes except where the provisions of Chapter 621 of the Florida Statutes shall control.

**ARTICLE X**  
**INCORPORATOR**

The name and address of the incorporator is as follows:

<u>Name</u>	<u>Address</u>
Michael T. Cronin, Esq.	911 Chestnut Street Clearwater, FL 34616.

**ARTICLE XI**  
**CONFLICT OF INTEREST**

No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the Directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any Director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this Corporation, provided that the fact that he or such firm who is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any Director of this Corporation who is also a director or an officer of such other corporation or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation, or not so interested.

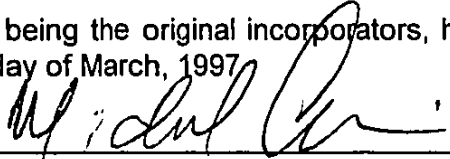
**ARTICLE XII**  
**CORPORATE AND STOCKHOLDER DEBT**

The private property of the stockholders shall not be subject to payment of the corporate debts in any extent whatever. The Corporation shall have a first lien on the shares of its stockholders and upon the dividends due them for any indebtedness of such stockholders to the Corporation.

**ARTICLE XIII**  
**INDEMNIFICATION**

This Corporation shall indemnify and insure its officers and Directors, and any former officers and directors, to the fullest extent permitted by law, either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the original incorporators, has executed these Articles of Incorporation this 27th day of March, 1997.

  
\_\_\_\_\_  
Michael T. Cronin, Esq.

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

Pursuant to Fla. Stat. §48.091, SHORT AND ASSOCIATES, P.A., desiring to organize under the laws of the State of Florida hereby designates MICHAEL T. CRONIN, located at 911 CHESTNUT STREET, CLEARWATER, FL 34616, as its registered agent to accept service of process within the State of Florida.

**ACCEPTANCE OF DESIGNATION**

The undersigned hereby accepts the above designation as registered agent to accept service of process for the above-named corporation, at the place designated above, and agrees to comply with the provisions of Fla. Stat. §48.091(2) relative to maintaining an office for the service of process.

  
\_\_\_\_\_  
Michael T. Cronin

FILED  
97 MAR 31 PM 5:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA