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AUTHORIZATION :

COST LIMIT : \$ PPD

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TALLAHASSEE, FLORIDA

ORDER DATE : March 31, 1997

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CUSTOMER: Susan W. Carlson, Esq  
BRONSTEIN CARLSON GLEIM &  
SMITH, P.A.  
Suite 1100  
150 Second Avenue, North  
St. Petersburg, FL 33701

DOMESTIC FILING

NAME: AMERICAN CLINIC  
SYSTEMS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS: \_\_\_\_\_

84 MAR 31 1997

ARTICLES OF INCORPORATION  
OF  
AMERICAN CLINIC SYSTEMS, INC.

EFFECTIVE DATE  
3/28/97

FILED  
97 MAR 31 AM 11:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I.  
NAME

The name of this corporation is AMERICAN CLINIC SYSTEMS, INC.

ARTICLE II.  
PRINCIPAL OFFICE

The principal office of this corporation and the mailing address of this corporation is 150 Second Avenue North, Suite 920, St. Petersburg, Florida 33701.

ARTICLE III.  
DURATION: EFFECTIVE DATE

This corporation shall exist perpetually, commencing as of March 28, 1997.

ARTICLE IV.  
PURPOSES

This corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE V.  
CAPITAL STOCK

This corporation shall be authorized to issue two classes of stock: Class A Voting Common and Class B Non-Voting Common. Said classes of stock shall be identical in all respects except that shareholders owning Class B Non-Voting Common stock shall have no voting rights of any kind or nature whatsoever. The par value and authorized issue of such classes of stock shall be as follows:

	<u>PAR VALUE</u>	<u>AUTHORIZED ISSUE</u>
Class A Voting Common	\$1.00 per share	5,000 shares
Class B Non-Voting Common	\$1.00 per share	5,000 shares

**ARTICLE VI.**  
**REGISTERED OFFICE AND REGISTERED AGENT**

The name of the initial Registered Agent of this corporation and the street address of the initial Registered Office are JOHN D'ANGELO, 150 Second Avenue North, Suite 920, St. Petersburg, Florida 33701. The Registered Agent, by execution of these Articles of Incorporation as incorporator, accepts the appointment as registered agent and agrees to comply with the provisions of all statutes relative thereto, including the obligations of § 607.0501, Florida Statutes.

**ARTICLE VII.**  
**INITIAL BOARD OF DIRECTORS**

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws, but shall never be less than one (1). The name and address of the initial director of this corporation are JOHN D'ANGELO, 150 Second Avenue North, Suite 920, St. Petersburg, Florida 33701.

**ARTICLE VIII.**  
**AMENDMENT**

This 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.

**ARTICLE IX.**  
**BYLAWS**

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

**ARTICLE X.**  
**INFORMAL SHAREHOLDER ACTION**

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act

... by written agreement without a meeting, as provided in Florida Statutes 607.0704 and the Bylaws.

**ARTICLE XI.**  
**PREEMPTIVE RIGHTS**

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation stating the price, terms and conditions of the issue of shares and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

**ARTICLE XII.**  
**CUMULATIVE VOTING**

In any election of directors by the shareholders, each shareholder of record entitled to vote shall have the right to cumulate his shares and to give one candidate as many votes as shall equal the number of directors to be elected multiplied by the number of shares owned by such stockholder, or to distribute them on the same principle among as many candidates as he sees fit; provided, however, that notice shall be given by any shareholder to the President or a Vice President of the Corporation not less than twenty-four (24) hours before the time fixed for the holding of the meeting for the election of directors that he intends to accumulate his votes at such election. This right to vote cumulatively shall not be further restricted or qualified by any provision in the Bylaws of this corporation.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation this 28th day of March, 1997.

  
JOHN D'ANGELO

INCORPORATOR