



P97000028807

ACCOUNT NO. : 072100000032

REFERENCE : 312465 4372242

AUTHORIZATION :

Patricia Pizit

COST LIMIT : \$ 122.50

ORDER DATE : March 31, 1997

ORDER TIME : 10:17 AM

ORDER NO. : 312465-005

700002128397--6

CUSTOMER NO: 4372242

CUSTOMER: Sandra E. Tolle, Legal Asst
MCWHIRTER REEVES MCGLOTHLIN
DAVIDSON & BAKAS, P.A.
Suite 2800
100 North Tampa Street
Tampa, FL 33602-5128

DOMESTIC FILING

NAME: BARRY S. VERKAUF AND MARC A.
BERNHISEL, P.A.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS: _____

FILED
97 MAR 31 PM 12:13
TALLAHASSEE, FLORIDA

57 MAR 31 PM 12:27

SN MAR 31 1997

ARTICLES OF INCORPORATION

OF

BARRY S. VERKAUF and MARC A. BERNHISEL, M.D.'s, P.A.

FILED

97 MAR 31 PM 12:13

SECRET
STATE
TAMPA, FLORIDA

The undersigned incorporator hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

Article I - Name

The name of this Corporation shall be:

BARRY S. VERKAUF and MARC A. BERNHISEL, M.D.'s, P.A.

Article II - Principal Office

The principal office and mailing address for this Corporation shall be:

Barry S. Verkauf and Marc A. Bernhisel, M.D.'s, P.A.
2919 Swann Avenue, Suite 305
Tampa, FL 33609

Article III - Duration

This corporation shall have perpetual existence.

Article IV - Purpose, Objects or Purposes

The general nature of the business to be transacted by this corporation, or the objects or purposes of the corporation, shall be as follows:

(a) To engage solely and specifically in the business of carrying on the general practice of medicine, including but without limitation, the specialties of gynecology, reproductive endocrinology and infertility.

(b) To invest in real estate, mortgages, stocks, bonds or any other type of investments.

(c) To own real and personal property necessary for the rendering of the above professional services.

(d) In general, to have and exercise all powers conferred by the laws of Florida upon professional service

corporations, and to do any and all things hereinabove set forth to the same extent as a natural person might or could do.

Article V - Capital Stock

This Corporation is authorized to issue one hundred thousand (100,000) shares of one cent (\$0.01) par value.

Article VI - Initial Registered Office and Agent

The initial registered office of this corporation shall be located at 100 North Tampa Street, Suite 2800, Tampa, Florida 33602-5126, and the name of the initial registered agent of this corporation at such office shall be Frank J. Rief, III. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

Article VII - Directors

The number of Directors of this Corporation shall be not less than one (1) nor more than seven (7). The name and post office address of the member of the first Board of Directors of this Corporation who shall hold office for the first year of this existence of this Corporation or until his successor is elected and qualified, unless otherwise provided by the By-Laws are:

<u>Name</u>	<u>Address</u>
Barry S. Verkauf, M.D.	2919 Swann Avenue, Suite 305 Tampa, FL 33609
Marc A. Bernhisel, M.D.	2919 Swann Avenue, Suite 305 Tampa, FL 33609

Article VIII - Incorporator

The name and street address of the incorporator making these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Barry S. Verkauf, M.D.	2919 Swann Avenue, Suite 305 Tampa, FL 33609
Marc A. Bernhisel, M.D.	2919 Swann Avenue, Suite 305 Tampa, FL 33609

Article IX - By-Laws

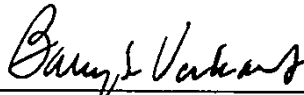
(a) The power to adopt the by-laws of this corporation, to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation; provided, however, that any by-law or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new by-law in lieu thereof may be adopted by the stockholders, and the stockholders may prescribe in any by-law made by them that such by-law shall not be altered, amended or repealed by the Board of Directors.

(b) The by-laws of this corporation shall be for the government of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or the United States.

Article X - Amendment of Articles of Incorporation

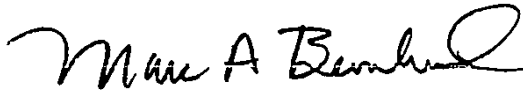
This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation for the uses and purposes therein stated this 18th day of March, 1997.



BARRY S. VERKAUF

As Incorporator



MARC A. BERNHISEL

As Incorporator

BARRY S. VERKAUF and MARC A. BERNHISEL, M.D.'S, P.A.

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, Frank J. Rief, III, having been named to accept service of process for the above-stated corporation, at the place designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Sections 607.0505 and 621, Florida Statutes.

By: 

FRANK J. RIEF, III
As Registered Agent

FILED
97 MAR 31 PM 12:13
TALLAHASSEE, FLORIDA