

P970000034147



ACCOUNT NO. : 072100000032

REFERENCE : 328948 132254A

AUTHORIZATION :

COST LIMIT : \$ ~~70.00~~ PPD

ORDER DATE : April 14, 1997

ORDER TIME : 8:54 AM

ORDER NO. : 328948-005

CUSTOMER NO: 132254A

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

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DOMESTIC FILING

American Spinecare, P.A.
NAME: FLORIDA SPINE INSTITUTE, P.A.

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: Kim Clemons

EXAMINER'S INITIALS:

W97-837
EFFECTIVE DATE
4/14/97

APR 16 1997

FILED
97 APR 14 AM 11:00
TALLAHASSEE, FLORIDA

RECEIVED
97 APR 14 AM 9:58
DIVISION OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

RECEIVED
97 APR 15 AM 9:31
DIVISION OF CORPORATION

April 14, 1997

CSC NETWORKS
1201 HAYS ST.
TALLAHASSEE, FL 32301-2607

SUBJECT: FLORIDA SPINE INSTITUTE, P.A.
Ref. Number: W97000008547

RESUBMIT

Please give original
submission date as file date

We have received your document for FLORIDA SPINE INSTITUTE, P.A. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6052.

Sandy Ng
Document Specialist

Letter Number: 697A00018578

EFFECTIVE DATE
4/11/97

ARTICLES OF INCORPORATION
OF
AMERICAN SPINECARE, P.A.

FILED
97 APR 14 AM 9:36
TALLAHASSEE FLORIDA

The undersigned, hereby acting as incorporator for the purpose of forming a Professional Service Corporation for profit, by virtue of the provisions of Chapters 621 and 607, Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE I.
NAME

The name of this corporation is AMERICAN SPINECARE, P.A.

ARTICLE II.
PRINCIPAL OFFICE

The principal office of this corporation and the mailing address of this corporation are as follows: 2250 Drew Street, Building 2, Clearwater, Florida 34625.

ARTICLE III.
PRINCIPAL OFFICE

The principal office and the mailing address of this corporation are 2250 Drew Street, Building 2, Clearwater, Florida 34625.

ARTICLE IV.
DURATION; EFFECTIVE DATE

This corporation shall have perpetual existence commencing as of April 11, 1997.

ARTICLE V.
PURPOSE

This corporation is organized for the following purposes:

- A. To engage in every aspect of the practice of medicine and all of its fields of specialization.
- B. To engage and render the professional service involved only through its officers, agents and employees who are in good standing

and duly licensed or otherwise legally authorized within the State of Florida to render the professional service of this corporation.

C. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.

D. To own real and personal property necessary for the rendering of professional services hereby authorized.

E. To engage in no other business other than rendering of the professional services herein specified.

ARTICLE VI.
CAPITAL STOCK

This corporation is authorized to issue Ten Thousand (10,000) shares of One Dollar (\$1.00) par value common stock. Shares of the corporation's stock and certificates therefor shall be issued only to persons in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.

ARTICLE VII.
INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of this corporation and the address of the initial registered office of this corporation are as follows: DOUGLAS J. WEILAND, M.D., 2250 Drew Street, Building 2, Clearwater, Florida 34625. The Registered Agent, by his 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 § 607.0505, Florida Statutes.

ARTICLE VIII.
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 as follows: DOUGLAS J. WEILAND, M.D., 2250 Drew Street, Building 2, Clearwater, Florida 34625.

ARTICLE IX.
INCORPORATOR

The name and address of the person signing these Articles of Incorporation is: DOUGLAS J. WEILAND, M.D., 2250 Drew Street, Building 2, Clearwater, Florida 34625.

ARTICLE X.
AMENDMENT

A. This corporation reserves the right to amend or repeal any of the provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

B. In the event the ownership of shares of this corporation shall be in any person, trust, corporation, estate or partnership who is not qualified to own such shares under the provisions of Chapter 621, Florida Statutes, and there has been no voluntary transfer of stock, the Board of Directors and Shareholders shall have the power to amend these Articles of Incorporation to effect a change in the nature and purpose of the business authorized by these Articles of Incorporation, so that this corporation shall have the power to conduct any business authorized by Chapter 607, Florida Statutes. If there is a vacancy on the Board of Directors at or after the occurrence of the event referred to in this subparagraph, that vacancy shall be filled by the remaining Board of Directors until this amendment is complete and effective, or until such ownership of shares no longer exists. No shareholder shall be ineligible to vote on any such amendment merely because he is an ineligible shareholder under Chapter 621, Florida Statutes; but he shall have no other voting right.

ARTICLE XI.
SEVERANCE AND TERMINATION OF EMPLOYMENT

If any officer, director, shareholder, agent or employee of this corporation who has been rendering the professional services described in Article III to the public becomes legally disqualified to render such professional services within this state or accepts employment that places restrictions or limitations upon his continued rendering of such professional services, then, in any

such event, such person's office and/or employment with and/or financial interest in this corporation shall cease forthwith; subject, however, to the provisions of Article X.B dealing with "Amendments." Should any amendment be effected which changes the nature and purpose of this corporation so that the restrictions of Chapter 621, Florida Statutes, do not apply, then the restriction of this Article shall not thereafter apply; provided, however, that until such amendment is effected, such person shall render no professional services, shall hold no office, shall not serve on the Board of this corporation, and shall have no financial interest in this corporation except to receive payment for any stock owned and any other amounts that are lawfully due and owing by the corporation.

ARTICLE XII.
RIGHTS OF SHAREHOLDER WHOSE INTEREST
TERMINATES UNDER ARTICLE XI

If any shareholder of this corporation is required to terminate his financial interest in this corporation because of the application of Article XI, or the application of Chapter 621, Florida Statutes, and should these Articles not be amended as provided in Article X.B, the financial interest of such shareholder shall terminate immediately and automatically, except to receive payment for such stock in this corporation as may be owned by him and any other amounts that are lawfully due and owing to him by the corporation; and such shares of stock shall not be entitled to dividends or stock rights of any kind. Such stock shall be forthwith transferred, sold, purchased, pledged or redeemed at such price or value and under such terms as shall be authorized as set forth in the Bylaws or Shareholders' Agreement, if any, and if not, by mutual agreement, or if no such agreement can be reached, by arbitration.

ARTICLE XIII.
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.

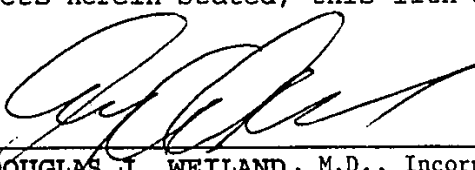
ARTICLE XIV.
LONG-TERM EMPLOYMENT CONTRACT

The Board of Directors may authorize the corporation to enter into employment contracts with any executive officer for periods longer than one year, and any article or bylaw provision for annual election shall be without prejudice to the contract rights, if any, of any executive officer under such contracts.

ARTICLE XV.
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.

IN WITNESS WHEREOF, the undersigned, being the incorporator of this corporation, executes these Articles of Incorporation and certifies to the truth of the facts herein stated, this 11th day of April, 1997.



DOUGLAS J. WEILAND, M.D., Incorporator
and Registered agent

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97 APR 16 AM 9:36
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BDA