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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 337214 7116793

AUTHORIZATION :

Patricia Pizutti

COST LIMIT : \$ 122.50

ORDER DATE : April 21, 1997

ORDER TIME : 9:41 AM

ORDER NO. : 337214-005

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CUSTOMER NO: 7116793

CUSTOMER: Todd Hodges, Esq
AGLIANO HODGE4 & WHITTMORE,
P.A.
Park Tower, Suite 2630
400 North Tampa Street
Tampa, FL 33602

DOMESTIC FILING

NAME: RICHARD CARINO, M.D., 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: Todd Sterzoy

EXAMINER'S INITIALS: _____

FILED
97 APR 21 11 02
TAMPA
FL

97 APR 21 11 02 47
DIVISION OF CORPORATION

APR 21 1997

FILED
4/14/97

**ARTICLES OF INCORPORATION
OF
RICHARD CARINO, M.D., P.A.**

FILED
97 APR 21 AM 8:02
SEC
TALL
FLORIDA

The undersigned subscriber to these Articles of Incorporation adopts these Articles to form a corporation under the Professional Service Corporation and Limited Liability Company Act, Florida Statutes, Chapter 621, and other laws of the State of Florida.

ARTICLE I. NAME

The name of the professional service corporation is RICHARD CARINO, M.D., P.A.

ARTICLE II. PRINCIPAL OFFICE

The principal office and mailing address of this corporation is 108 Bayview Boulevard, Oldsmar, Florida 34677.

ARTICLE III. PURPOSE

The professional service corporation is formed to engage in every phase and aspect of the practice of medicine. In addition, the corporation may invest the funds of the professional service corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and own real and personal property necessary for the rendering of professional services.

ARTICLE IV. TERM OF EXISTENCE

The professional service corporation shall have perpetual existence. Corporate existence shall commence five days prior to the filing of these Articles by the Secretary of the State of Florida.

ARTICLE V. CAPITAL STOCK

The capital stock of the professional service corporation shall be 10,000 shares of common stock having a par value of \$0.01 per share. None of the shares of the professional service corporation may be issued to anyone other than an individual duly licensed to practice medicine in the State of Florida.

ARTICLE VI. REGISTERED OFFICE AND AGENT

The address of the initial registered office of this professional service corporation is 400 North Tampa Street, Suite 2630, Tampa, Florida 33602. The name of the initial registered agent at that address is Geoffrey Todd Hodges.

ARTICLE VII. BOARD OF DIRECTORS

The business of the professional service corporation shall be managed by its board of directors. The initial board of directors shall consist of one member. The name and address of the member of the first board of directors is:

Name	Address
Richard Carino	108 Bayview Boulevard Oldsmar, Florida 34677

ARTICLE VIII. SUBSCRIBERS

The name and address of the person signing these Articles of Incorporation as subscriber is:

Name	Address
Geoffrey Todd Hodges, Esquire	400 N. Tampa Street, Suite 2630 Tampa, Florida 33602

ARTICLE IX. RESTRAINT ON ALIENATION OF SHARES

The shareholders of the professional service corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of the shareholders of the professional service corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the professional service corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details, of the disposition shall be determined by the shareholders of the professional service corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of the professional service corporation may sell or transfer stock in the corporation except to another individual who is eligible to be a shareholder of the professional service corporation, and the sale or transfer may be made only after it has been approved at a shareholder meeting especially called for that purpose. If any shareholder becomes legally disqualified to practice medicine in the State of Florida, is elected to a public office, or accepts employment that places restrictions or limitations on the continuous rendering of such professional services, that shareholder's shares of stock shall immediately become subject to purchase by the professional service corporation in accordance with the bylaws adopted by the shareholders.

ARTICLE X. AFFILIATED TRANSACTIONS

The professional service corporation elects not to be governed by sections 607.0901 and 607.0902, Florida Statutes, or any laws enacted in substitution therefor.

ARTICLE XI. INDEMNIFICATION

The professional service corporation shall have the power and authority to indemnify any officer, director, agent or employee of the corporation, or any former officer, director, agent or employee of the Corporation, or any person who is or was serving at the request of the Corporation as a director, officer, employee, or agent of another Corporation, partnership, joint venture, trust, or other enterprise, to the fullest extent permitted by applicable law, in accordance with the Corporation's Bylaws, pursuant to an agreement authorized by the Board of Directors with such person and as otherwise permitted under the Florida Business Corporation Act, as in effect from time to time.

ARTICLE XII. AMENDMENT

The corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber executed these Articles of Incorporation on the 18th day of April, 1997.


GEOFFREY TODD HODGES, ESQUIRE

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing Articles of Incorporation were acknowledged before me on this 18th day of April, 1997, by GEOFFREY TODD HODGES, ☒ who is personally known to me.

Affix Notarial Seal:


NOTARY PUBLIC -- STATE OF FLORIDA



Patricia A. Personius
My Commission CC603184
Expires November 21, 2000

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTIONS 48.091 AND 607.0505, FLORIDA STATUTES,
THE FOLLOWING IS SUBMITTED:

RICHARD CARINO, M.D., P.A., DESIRING TO ORGANIZE OR QUALIFY UNDER
THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT
CITY OF OLDSMAR, STATE OF FLORIDA, HAS NAMED GEOFFREY TODD HODGES,
LOCATED AT 400 NORTH TAMPA STREET, SUITE 2630, CITY OF TAMPA, STATE OF
FLORIDA 33602, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE: 

TITLE: Subscriber

DATE: April 21, 1997.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY. FURTHER, I CERTIFY THAT I AM
FAMILIAR WITH AND AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES,
INCLUDING THE DUTIES AND OBLIGATIONS PROVIDED FOR IN SECTION 607.0505,
RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE OF
REGISTERED AGENT: 

DATE: April 21, 1997.