

P 970000 35794

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CHARTERED
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756 BEACHLAND BOULEVARD
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BRADLEY W. ROSSWAY
LISA N. THOMPSON

561-231-4343
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PLEASE REPLY TO:
POST OFFICE BOX 3686
VERO BEACH, FLORIDA 32964

April 14, 1997

*BOARD CERTIFIED REAL ESTATE LAWYER
**ALSO ADMITTED IN THE DISTRICT OF COLUMBIA

→ CSC.
Division of Corporations
409 E. Gaines
Post Office Box 6327
Tallahassee, Florida 32301

300002144573--6
-04/16/97--01020--005
****122.50 ****122.50

Re: IRMA, INC.

Dear Sir or Madam:

Enclosed please find original and two copies of Articles of Incorporation for IRMA, INC. Also enclosed is my firm's check in the amount of \$122.50 payable to Florida Department of State to cover filing, certified copy and registered agent designation fees.

Upon receipt and assignment of Charter Number, please return the Certified Articles to me at the above address. Thank you.

Very truly yours,

William W. Caldwell
WILLIAM W. CALDWELL
For the Firm

WWC/mjw
Enclosures

w97-8905
PK 4/16/97

APR 22 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 16, 1997

COLLINS, BROWN & CALDWELL

APR 21 1997

WILLIAM W. CALDWELL, ESQ.
756 BEACHLAND BLVD
VERO BEACH, FL 32963

SUBJECT: IRMA, INC.
Ref. Number: W97000008905

We have received your document for IRMA, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(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) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 497A00019367



ACCOUNT NO. : 072100000032

REFERENCE : 338812 4355221

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : April 22, 1997

ORDER TIME : 8:59 AM

ORDER NO. : 338812-005

CUSTOMER NO: 4355221

CUSTOMER: Ms. Marlla West
COLLINS BROWN CALDWELL BARKETT
ROSSWAY GARAVAGLIA & MOORE
P. O. Box 3686

Vero Beach, FL 32964

DOMESTIC FILING

NAME: IRMA OF VERO BEACH, INC.

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: Daniel W Leggett

EXAMINER'S INITIALS:

SN APR 22 1997

FILED
97 APR 22 11:54
VERO BEACH, FL
FBI

RECEIVED
97 APR 22 AM 9:53
FBI

ARTICLES OF INCORPORATION
OF
IRMA OF VERO BEACH, INC.

FILED
97 MAR 22 PM 12:54
TALLAHASSEE
FLORIDA

ARTICLE I

The name of this corporation shall be:

IRMA OF VERO BEACH, INC.

ARTICLE II

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE III

The maximum number of shares of stock this corporation is authorized to have outstanding at any time shall be as follows:

10,000 shares common stock

ARTICLE IV

This corporation shall begin business with a capital of not less than Five Hundred (\$500.00) Dollars.

ARTICLE V

This corporation shall exist perpetually.

ARTICLE VI

The street address of the registered office of this corporation is 756 Beachland Boulevard, Vero Beach, Florida 32963. The name of the registered agent of this corporation at that address is William W. Caldwell.

ARTICLE VII

This corporation shall have seven (7) directors initially. The number of directors of this corporation may be increased or diminished from time to time by By-Laws adopted by the stockholders but shall never have less than one (1) director.

ARTICLE VIII

The names and post office addresses of the directors of this corporation who shall hold office until new successor(s) are elected and qualified are:

Donald Ames, M.D.
777 37th Street, Suite A-101
Vero Beach, FL 32960

Asoka Wijetilleke, M.D.
777 37th Street, Suite B-102
Vero Beach, FL 32960

Theodor Von Zielinski, M.D.

Gemma I. Mendoza, M.D.
777 37th Street, Suite B-107
Vero Beach, FL 32960

William King Stubbs, M.D.
777 37th Street, Suite C-101
Vero Beach, FL 32960

Daniel Thornton, M.D.
777 37th Street, Suite C-106
Vero Beach, FL 32960

The street address of the principal office of this corporation is 777 37th Street, Vero Beach, Florida 32960.

ARTICLE IX

The name and address of the subscriber to these Articles of Incorporation, is as follows:

NAME

ADDRESS

William W. Caldwell

756 Beachland Boulevard
Vero Beach, FL 32963

ARTICLE X

Special provisions for the regulation of this corporation as follows:

1. Annual meeting of the stockholders and directors of this corporation shall be fixed by the By-Laws.

2. Any meeting of the stockholders and the Board of Directors may be held either within or without the State of Florida, without notice by the written consent of all of the stockholders or directors as the case may be.

3. The directors of the corporation are expressly authorized to accept in payment for the capital stock of the corporation real or personal property of any kind or nature, including accounts receivable, inventories of raw materials, or finished products, furniture, fixtures, automotive equipment, machinery, buildings, or any other items of real or personal property of value to the corporation. The value placed upon said property shall be deemed conclusive and shall be binding upon the directors, officers and upon the present and future stockholders of the corporation.

ARTICLE XI

No contracts or other transactions between the corporation and any other corporation and no act of this corporation shall be in any way affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors of 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

were not such director or officer of such other corporation or not so interested; and each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from contracting with the corporation for the benefit of himself or any firm or corporation in which he may be in any wise interested.

ARTICLE XII

1. The corporation shall indemnify any and all of its directors or officers or former directors or officers or any person who may have served at its request as a director or officer of another corporation in which it owns shares of capital stock or of which it is a creditor, against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they, or any of them, are made parties or a party, by reason of being or having been directors or officers, or a director or officer of the corporation, or of such other corporations, except in relation to matters as to which any such directors or officers or former directors or officers or persons shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty.

2. In case of a criminal action, suit or proceeding, a conviction or judgment (whether based on a plea of guilty or nolo contendere or its equivalent, or after trial), shall not be deemed as adjudication that such director or officer or person is liable for negligence or misconduct in the performance of his duties, if such director or officer or person was acting in good faith, in what he considered to be the best interests of the corporation and with no reasonable cause to believe that the action was illegal.

3. In case any such action, suit or proceeding shall result in a settlement, and if in the judgment of a disinterested majority of the Board of Directors or of any disinterested committee or group of persons to whom the question may be referred by the Board of Directors, any such person was not negligent or guilty of bad faith in relation to the matters complained of herein, the corporation shall reimburse him or indemnify him for or against all costs and expenses reasonably incurred by him in connection therewith, other than for any sums paid to the corporation.

4. Such indemnification shall not be deemed exclusive of any rights to which these indemnified may be entitled under any By-Law, agreements, vote of stockholders, or otherwise.

ARTICLE XIII

No stockholder of this corporation shall, because of his ownership of any of the capital stock of the corporation have a pre-emptive or other right to purchase, subscribe for, or otherwise acquire any portion of any issue of capital stock or debt of the corporation, whether in the form of capital stock, promissory notes, debentures, bonds, or other securities convertible into or carrying options or warrants for the purchase of capital stock of the corporation which may be issued, optioned or sold by the corporation subsequent to the filing of these Articles of

manner permitted by law without first offering any of such stock, promissory notes, debentures, bonds or other securities, or any part thereof, to existing stockholders of the corporation.

ARTICLE XIV

These Articles of Incorporation may be amended in the manner approved by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved in the stockholders' meeting by a majority of the stock entitled to vote thereof, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

I, the undersigned, being the original subscriber and incorporator of the foregoing corporation, do hereby certify that the foregoing constitutes the proposed Articles of Incorporation of IRMA OF VERO BEACH, INC.

Witness my hand and seal this 14th day of April, 1997.



WILLIAM W. CALDWELL

I, the undersigned do hereby acknowledge and accept appointment as Registered Agent of IRMA OF VERO BEACH, INC.


WILLIAM W. CALDWELL

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

The foregoing instrument was acknowledged before me this 14th day of April, 1997, by WILLIAM W. CALDWELL, who is personally known to me ~~or who has produced~~ as identification and who did (did not) take an oath.


Notary Public
Name: Marlla J. West
Commission Number: CC438923
Commission Expiration: 02/14/99



MARLLA J WEST
My Commission CC438923
Expires Feb. 14, 1999