

PA1000038962

NEIL G. PAULSON, SR.  
Counselor And Attorney At Law

Personal Injury  
Trial Practice

Barnett Bank Building  
390 N. Orange Ave., Suite 1830  
Orlando, Florida 32801  
(407) 425-3639  
FAX (407) 422-6193

April 25, 1997

Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

600002160376--0  
-04/30/97--01066--006  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Dear Sir/Madam:

Enclosed please find our firm check in the amount of \$70.00 and the original and one (1) copy of The Articles of Incorporation regarding Roderic A. Lacy, P.A. Please file this and return a conformed (stamped) copy of The Articles of Incorporation in the enclosed envelope.

Very truly yours,



Neil G. Paulson, Sr.

NGP/kfm  
Enclosures

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 APR 30 PM 12:28

JP 5/1

**ARTICLES OF INCORPORATION**  
**OF**  
**RODERIC A. LACY, P.A.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 APR 30 PM 12:28

The undersigned natural persons, each of whom is licensed or otherwise legally authorized to practice the profession of medicine or practice the profession of chiropractic in the State of Florida, hereby associate themselves with the intention of forming a professional corporation in accordance with the Florida Professional Service Corporation Act, Chapter 621 of the Florida Statutes, and hereby adopt the following articles of incorporation:

ARTICLE I. NAME

The name of the corporation is RODERIC A. LACY, P.A.

ARTICLE II. DURATION

The period of the corporation's duration shall be perpetual until dissolved on a vote of the shareholders as hereafter provided.

ARTICLE III. PURPOSE

The purpose of the corporation is to practice the profession of medicine and/or chiropractic. The sole and exclusive professional service to be rendered by the corporation is the practice of medicine and/or chiropractic.

ARTICLE IV. CAPITAL STOCK

The total number of shares of capital stock which the corporation shall be authorized to issue is 500 shares. Such shares shall be of a single class of common stock, and shall have

a par value of One Dollar (\$1.00).

#### ARTICLE V. CAPITALIZATION

The amount of capital with which the corporation will begin to practice the profession of medicine or chiropractic is not less than \$500.00.

#### ARTICLE VI. PRINCIPAL OFFICE

The address of the corporation's principal office is 1108 Lucerne Terrace, City of Orlando, County of Orange, State of Florida 32806. The name of the initial registered agent of the corporation, located at 390 North Orange Avenue, Suite 1830, Orlando, Florida 32801, is NEIL G. PAULSON, SR.

#### ARTICLE VII. CORPORATE POWERS

The corporation shall have all the rights and powers now or hereafter conferred on professional corporations by the laws of the State of Florida.

#### ARTICLE VIII. SUBSCRIBERS

The name and address of the person signing these articles of incorporation as a subscriber is:

NAME

ADDRESS:

RODERIC A. LACY

1108 Lucerne Terrace  
Orlando, Florida 32806

The initial directors shall hold office until their successors are elected and qualify as provided in the bylaws. Thereafter the terms of office of each director shall be one year and until the election and qualifications of a successor. The number of directors shall be the authorized number of directors until such number is changed by a bylaw duly adopted by the

shareholders.

#### ARTICLE X. BYLAWS

The initial directors shall submit the proposed bylaws to the shareholders at a meeting to be held for that purpose not more than fifteen (15) days following the issuance of the Certificate of Incorporation. Following the adoption of the bylaws by the affirmative vote of three-fourths of the shareholders, the internal affairs of the corporation are to be regulated and managed in accordance with such bylaws.

#### ARTICLE XI. SUBCHAPTER "S" STATUS

It is the expressed intention of the corporation to qualify as and function as a Subchapter "S" corporation under the Internal Revenue Code.

#### ARTICLE XII. DISSOLUTION

The corporation may be dissolved at any time (1) by unanimous written consent of the shareholders; (2) on the affirmative vote of the holders of at least two-thirds of the outstanding shares of the corporation entitled to the vote thereon. On dissolution, the corporation property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

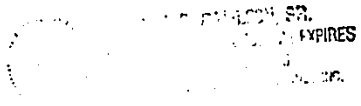
IN WITNESS WHEREOF, the undersigned incorporator of this corporation, has executed these articles of incorporation this 25th day of April, 1997.

  
RODERIC A. LACY

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 25th day of April, 1997,  
by RODERIC A. LACY who is personally known to me and who did take an oath.

  
*Neil G. Paulson*

NOTARY PUBLIC, STATE OF FLORIDA AT LARGE

ACCEPTANCE OF DESIGNATION AS RESIDENT AGENT

The undersigned, having been named to accept service of process for RODERIC A.  
LACY, P.A. at the place designated in the Articles of Incorporation of said corporation,  
hereby agrees to act in this capacity, and agrees to comply with the provisions of said Act  
relative to keeping open said office.

*Neil G. Paulson, Sr.*

RESIDENT AGENT NEIL G. PAULSON, SR.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 APR 30 PM 12:28