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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 MAY -8 PM 12:48

MORRIS SILBERMAN

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May 6, 1997

VIA U.S. PRIORITY MAIL

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****122.50 ****122.50

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32301

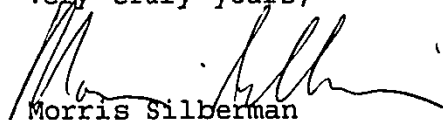
Re: DEBORAH A. FRENCH, M.D., P.A.

Dear Sir/Madam:

Enclosed please find the Articles of Incorporation for the above corporation, as well as our check in the amount of \$122.50. Please file the Articles of Incorporation and return a file stamped copy to us.

If there are any questions, please do not hesitate to contact us.

Very truly yours,


Morris Silberman

MS/ar
Enclosures

RP
5-12-97

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
ARTICLES OF INCORPORATION

OF

97 MAY -8 PM 12:49

DEBORAH A. FRENCH, M.D., P.A.

I, the undersigned incorporator to these Articles of Incorporation, a natural person competent to contact and legally authorized to practice medicine in the State of Florida, do hereby adopt the following Articles of Incorporation for the formation of a professional corporation under the laws of the State of Florida:

ARTICLE I

NAME

The name of this corporation shall be:

DEBORAH A. FRENCH, M.D., P.A.

ARTICLE II

PURPOSES

The purposes for which the Corporation is organized and the nature of its business are as follows:

To engage in the practice of medicine as a professional service corporation and to provide services incident thereto, particularly in the practice of pediatric medicine, and to render such services as may be ancillary to the foregoing.

To purchase and own, or lease, real and personal property necessary or appropriate for rendering its professional services, and the Corporation may invest its funds in real estate, mortgages, stocks, bonds, and any other type of investments, all in accordance with Florida law;

To enter into contracts and carry on any activity necessary or incidental to the accomplishment or furtherance of the purposes of this Corporation.

To do all and everything necessary, proper and convenient for the accomplishment of any of the objects or purposes enumerated in these Articles of Incorporation or any amendment thereto, or in the furtherance thereof or necessary or incidental to the protection and benefit of the Corporation, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or the attainment of the objectives for which this Corporation is formed, and to have all of the powers conferred upon this corporation by the laws of the State of Florida or of any other state or country and not prohibited by the Florida Professional Service Corporation and Limited Liability Company Act.

ARTICLE III

CAPITAL STOCK

The authorized capital stock of this Corporation shall consist of fifteen thousand (15,000) shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share. The shares of capital stock shall be issued for such consideration as may be determined by the Board of Directors. None of the shares of the Corporation may be issued to anyone other than an individual who is licensed to practice medicine in the State of Florida.

ARTICLE IV

PREEMPTIVE RIGHTS AND SHARE TRANSFER RESTRICTIONS

Each shareholder of any class of stock of this Corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or acquire any unissued or treasury shares. Shares held by each Shareholder may not be sold or otherwise transferred to other persons unless first offered to this Corporation or to the remaining Shareholders in proportion to their shares.

The price, terms and other provisions regarding this restriction may be specified by written agreement among the Shareholders, which agreement may expand this Article and which may also include the Corporation as a party. No shareholder may sell or transfer his or her shares in the Corporation except to another individual who is eligible to be a shareholder of the Corporation under Florida law.

ARTICLE V

TERM OF EXISTENCE

This corporation shall begin existence upon the filing of these Articles with the Secretary of State, State of Florida, and shall exist perpetually unless dissolved according to law.

ARTICLE VI

ADDRESS OF PRINCIPAL OFFICE

The street address of the principal office of this Corporation in the State of Florida shall be 1305-F So. Ft. Harrison Ave., Clearwater, FL 34616. The Board of Directors may from time to time move the principal office to any other address in Florida and may establish branch and other offices within or without the State of Florida.

ARTICLE VII

DIRECTORS

The initial Board of Directors of the Corporation shall consist of one (1) Director. The number of Directors may be increased or diminished from time to time as determined by the By-Laws, but shall never be less than one (1). No person shall serve as a Director of the Corporation unless the person is duly licensed to practice medicine in the State of Florida. The names and street addresses of each initial member of the Board of Directors, is as follows:

<u>Name</u>	<u>Address</u>
Deborah A. French	1305-F So. Ft. Harrison Ave. Clearwater, FL 34616

The authority of the Board of Directors may be limited by vote of the holder or holders of a majority of the shares of the Corporation, and some or all of the duties of the Board of Directors may be performed by the shareholders of the Corporation, upon approval by the holder or holders of a majority of the shares of the Corporation.

ARTICLE VIII

INCORPORATOR

The name and street address of the Incorporator of these Articles of Incorporation, who is duly licensed in the State of Florida to practice medicine, is as follows:

<u>Name</u>	<u>Address</u>
Deborah A. French	1305-F So. Ft. Harrison Ave. Clearwater, FL 34616

ARTICLE IX

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1305-F So. Ft. Harrison Ave., Clearwater, FL 34616, and the name of the initial registered agent at such address is Deborah A. French.

ARTICLE X

TRANSACTIONS IN WHICH OFFICERS OR DIRECTORS ARE INTERESTED

No contract or other transaction between the Corporation and any other corporation, association, person or firm, in the absence of fraud, shall be affected, invalid, void or voidable, because one or more Directors or Officers of the Corporation is or are interested in such contract or transaction as a Director or Officer of the other corporation or association or otherwise interested in or individually or jointly a party to any contract or transaction of this Corporation or in which this Corporation is interested, and no Director or Officer of this Corporation shall incur any liability by reason of the fact that he is or may be interested in any such contract or transaction. A Director of this Corporation may vote upon any such contract or other transaction of the Corporation and may also vote upon any contract or other transaction between the Corporation, and any subsidiary, controlled, affiliated or other corporation, association or firm without regard to the fact that he is also a Director or Officer of such subsidiary, controlled, affiliated of other corporation, association or firm, and the presence at any meeting of the Board of Directors of any such Director may be counted in order to determine the presence of a quorum.

ARTICLE XI

INDEMNIFICATION

The Corporation shall indemnify its officers and directors, and any former officers and directors, to the fullest extent permitted by law.

ARTICLE XII

DISQUALIFICATION

If any officer, shareholder, agent or employee of the Corporation who has been rendering professional service to the public for the Corporation becomes legally disqualified to render such professional services within Florida or accepts employment that places restrictions or limitations upon his or her continued rendering of such professional services, then the Corporation shall require him or her to comply with the Professional Service corporation Act by severing all employment with and financial interests in the Corporation.

ARTICLE XIII

AMENDMENT

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon shareholders hereunder are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the original Incorporator to the foregoing Articles of Incorporation, has hereunto set her hand and seal this 6th day of May, 1997.

Deborah A. French (SEAL)
DEBORAH A. FRENCH

STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, DEBORAH A. FRENCH, who (mark one):

 produced the following identification: Driver's License, State of , Number , or

✓ is personally known to me,

and who executed the foregoing Articles of Incorporation, who did take an oath, and has acknowledged before me that she executed the same as a free and voluntary act and deed for the uses and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 6th day of May, 1997.

Jean M. Hojnacki
NOTARY PUBLIC-STATE OF FLORIDA
Notary Print Name: JEAN M. HOJNACKI
Commission Number:
My Commission expires:




JEAN M.
MY COMMISSION # CC280135
May 14, 1997
BONDED THRU TROY FARM INSURANCE, INC.



JEAN M. HOJNACKI
MY COMMISSION # CC280135 EXPIRES
May 14, 1997
BONDED THRU TROY FARM INSURANCE, INC.

**ACCEPTANCE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

I, the undersigned person, having been named as Registered Agent and to accept service of process for the above-stated corporation at the place designated in this statement, hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.


DEBORAH A. FRENCH
1305-F So. Ft. Harrison Ave.
Clearwater, FL 34616

Date: May 6th, 1997

FILED
CLERK OF DISTRICT COURT
97 MAY -8 PM 12:49