

**CAPITAL CONNECTION, INC.**

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870  
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302  
 TOLL FREE No. 1-800-342-8062  
 FAX (904) 222-1222

NAME \_\_\_\_\_  
 FIRM \_\_\_\_\_  
 ADDRESS \_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
 One Day Service \_\_\_\_\_ Two Day Service \_\_\_\_\_

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

RE: John E. McCarthy,  
M.D., P.A.

Capital Express™	DISBURSED
Small Business Inc.	
Corp. Record Search	
LLC Partnership File	
Foreign Corp. File	
( ) Cert. Copy(s)	
Art. of Amend. File	
Dissolution/Withdrawal	
C U S- 4000002176804-5	
Fictitious Name File -05/13/97-01065-017	
*****70.00 *****70.00	
Name Reservation	
Annual Report/Reinstatement	
Reg. Agent Service	
Document Filing	
Corporate Kit	
Vehicle Search	
Driving Record	
Document Retrieval	
UCC 1 or 3 File	
UCC 11 Search	
UCC 11 Retrieval	
File No.'s, _____ Copies	
Courier Service _____	
Shipping/Handling _____	
Phone ( ) _____	
Top Priority _____	
Express Mail Prep. _____	
FAX ( ) _____ pgs. _____	
<b>SUBTOTALS</b> _____	
<b>Fee</b> _____	\$ 70
<b>DISBURSED</b> _____	\$ 70
<b>SURCHARGE</b> _____	\$ 0
<b>TAX on corporate supplies</b> _____	\$ 0
<b>SUBTOTAL</b> _____	\$ 70
<b>PREPAID</b> _____	\$ 0
<b>BALANCE DUE</b> _____	\$ 0

MAY 13 1358

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	5/13/97		
TIME	10:45		CK No. _____
BY	LS		

WALK-IN  
 Will Pick Up \_\_\_\_\_

Please remit invoice number with payment  
 TERMS: NET 10 DAYS FROM INVOICE DATE  
 1 1/2% per month on Past Due Amounts  
 Past 30 Days, 10% per Annum.

THANK YOU  
 from  
 Your Capital Connection

**ARTICLES OF INCORPORATION  
OF  
JOHN E. McCARTHY, M.D., P.A.**

FILED  
97 MAY 13 PM 12:04  
SECRETARIAL OF STATE  
TALLAHASSEE, FLORIDA

The undersigned natural person, who is licensed or otherwise legally authorized to practice the profession of medicine in the State of Florida, hereby forms a professional corporation in accordance with the Florida Professional Service Corporation Act, and hereby adopt the following articles of incorporation for such corporation:

**ARTICLE I  
NAME**

The name of the Corporation and its principal business office location is as follows:

**JOHN E. McCARTHY, M.D., P.A.  
119 Longwood Avenue  
Rockledge, Florida 32956**

**ARTICLE II  
DURATION**

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

**ARTICLE III  
PURPOSE**

The purposes for which this corporation is formed are:

- A. To engage in the practice of medicine, and, more specifically, psychiatry, as a professional corporation and to own and operate a medical practice for the purposes of providing medical and psychiatric care and treatment.

C. To do everything necessary, proper or convenient for the accomplishment of any of the purposes set forth in these articles, and to do every other act incidental to the corporate purposes which is not forbidden by the laws of the State of Florida or by the provision of these Articles of Incorporation.

D. The purposes and professional services of this corporation shall be carried out only through officers, employees, and agents, each of whom is duly licensed or otherwise legally qualified to render professional medical services in the State of Florida.

#### **ARTICLE IV CAPITAL STOCK**

This Corporation is authorized to issue 1,000 shares of \$1.00 par value common stock.

#### **ARTICLE V CAPITALIZATION**

The amount of capital with which the corporation will begin to practice the profession of medicine is not less than FIVE HUNDRED (\$500.00) DOLLARS.

#### **ARTICLE VI INITIAL REGISTERED AGENT AND ADDRESS**

The name of the initial registered agent of the corporation is Albert D. Celio, Esq. and the street address of the Registered Agent is Albert D. Celio, P.A., 976 Brevard Avenue, Rockledge, Florida 32955.

#### **ARTICLE VII CORPORATE POWERS**

The corporation shall have all the rights and powers now or hereafter conferred on

## **ARTICLE VIII SUBSCRIBERS**

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

**JOHN E. McCARTHY, M.D.**  
362 Kilmarnock Place  
Melbourne, FL 32940

## **ARTICLE IX DIRECTORS**

The corporation is to be managed by a board of directors. The number of directors constituting the initial board of directors is one (1), and the name and address of the initial director is:

**JOHN E. McCARTHY, M.D.**  
362 Kilmarnock Place  
Melbourne, FL 32940

The initial director shall hold office until their successors are elected and qualifies as provided in the Bylaws. Thereafter the term of office of each director shall be one (1) year and until the election and qualification of a successor. The number of directors set forth herein and constituting the initial board 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 director shall submit the proposed Bylaws to the shareholders at a meeting to be held for that purpose not more than thirty (30) days following the issuance of the Certificate of Incorporation. Following the adoption of the Bylaws by a majority vote of the shareholders, the internal affairs of the corporation are to be regulated and managed in accordance with such Bylaws.

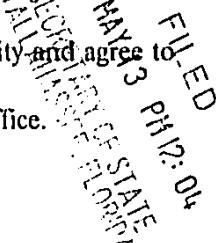
outstanding shares of the corporation entitled to vote thereon. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by them.

## ARTICLE XII REGISTERED AGENT

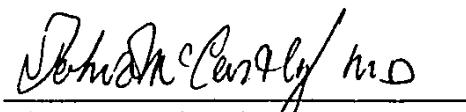
Having been named to accept Service of Process for the above stated corporation, at the place designated in these articles of incorporation, I hereby accept to act in this capacity and agree to comply with the provisions of the Florida Statutes relative to keeping open said office.



Albert D. Celio  
Registered Agent



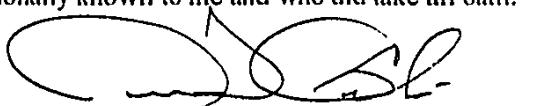
IN WITNESS WHEREOF, I, the undersigned incorporator of this corporation, have executed these Articles of Incorporation at Rockledge, Florida, on the 12<sup>th</sup> day of May, 1997.



John E. McCarthy, M.D.  
Incorporator

## STATE OF FLORIDA COUNTY OF BREVARD

The foregoing instrument was acknowledged before me, this 12<sup>th</sup> day of May, 1997, by JOHN E. McCARTHY, who is personally known to me and who did take an oath.



Albert D. Celio, Notary Public  
State of Florida  
My Commission Expires: (S E A L)



OFFICIAL SEAL  
ALBERT D CELIO  
My Commission Expires  
March 18, 2001  
Comm. No. CC 021499