

PA1000042802



ACCOUNT NO. : 072100000032  
REFERENCE : 390299 4352702  
AUTHORIZATION : Patricia Pujate  
COST LIMIT : \$ 122.50

ORDER DATE : May 14, 1997  
ORDER TIME : 9:39 AM  
ORDER NO. : 390299-005  
CUSTOMER NO: 4352702

CUSTOMER: Ms. Jennifer Lukas  
WILLIAMS PARKER HARRISON DIETZ  
& GETZEN  
200 South Orange Avenue  
Sarasota, FL 34230-3258

400002178224--4

DOMESTIC FILING

NAME: GOLDBERG, TOW & FINAZZO, 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: W. Charles Earnest

EXAMINER'S INITIALS:

CA  
5/14/97

RECEIVED  
STATE  
MAY 14 1997 11:20  
CORPORATION

**ARTICLES OF INCORPORATION**  
**OF**  
**GOLDBERG, TOW & FINAZZO, P.A.**

FILED  
SECRETARY OF STATE  
OF FLORIDA

These Articles of Incorporation are signed and acknowledged by the incorporator for the purpose of forming a professional corporation under and, in all respects, in compliance with the Florida General Corporation Act, Chapter 607, Florida Statutes, and the Professional Service Corporation Act, Chapter 621, Florida Statutes.

1. Name. The name of the Corporation is:

Goldberg, Tow & Finazzo, P.A.

2. Purposes. The purposes for which this corporation is organized are as follows:

To acquire, establish, own, maintain, manage, operate, conduct, carry on and engage in the practice of medicine, and to make any and all investments and/or own any and all property in the United States or elsewhere authorized or permitted by Chapter 621, Florida Statutes.

In the course or furtherance of such practice of medicine, to invest funds in real estate, mortgages, stocks, bonds or any other investments of any conceivable type whatsoever, and to own any real or personal property necessary or incidental to such practice of medicine.

In general, to do and perform any and all acts and things whatsoever which may be or become necessary, desirable, proper, convenient, connected with or related or incident to the foregoing purposes or powers but which are not forbidden by the laws of the State of Florida; provided, however, that this corporation shall not do any act or thing in conflict with any laws of the State of Florida applicable to the practice of medicine.

3. Principal Office. The principal office of the Corporation is:

1843 Floyd Street  
Sarasota, Florida 34239

4. Mailing Address. The mailing address of the Corporation is:

1843 Floyd Street  
Sarasota, Florida 34239

5. Authorized Shares. The Corporation is authorized to issue 100,000 shares of common stock having a par value of \$1.00 per share. No share shall be issued except upon payment to the Corporation of the par value of the share in cash or other consideration permitted by law as payment for shares.

6. Registered Agent and Office. The name of the initial registered agent and the address of the initial registered office of the Corporation is:

John L. Moore  
200 South Orange Avenue  
Sarasota, Florida 34236

By execution hereof, the undersigned accepts appointment as registered agent of the Corporation, and acknowledges that he is familiar with, and accepts, the obligations of that position.

7. Initial Board of Directors. The initial board of directors of the corporation shall be elected by the Incorporators at the first meeting of the Incorporators.

8. Incorporators. The names and addresses of the Incorporators of the Corporation are:

Richard M. Goldberg, M.D.  
1843 Floyd Street  
Sarasota, Florida 34239

Fred Tow, M.D.  
1843 Floyd Street  
Sarasota, Florida 34239

Maria Finazzo, M.D.  
1843 Floyd Street  
Sarasota, Florida 34239

9. Bylaws. The initial bylaws of the Corporation shall be adopted by the incorporator or the board of directors. The power to alter, amend or repeal any bylaw shall be vested in the shareholders, except to the extent delegated by the shareholders to the board of directors.

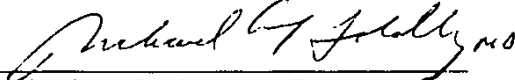
10. Duration. The existence of the Corporation shall commence upon the filing of these articles by the Florida Department of State, and shall be perpetual.


11. Amendment. This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner now or hereafter prescribed by law, and any right conferred upon the stockholders is subject to this reservation.

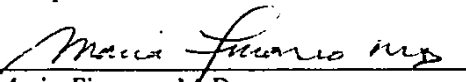
12. Restriction. No shares of this corporation shall be issued except to an individual who is duly licensed to practice medicine in the State of Florida.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation this 13<sup>th</sup> day of May, 1997.

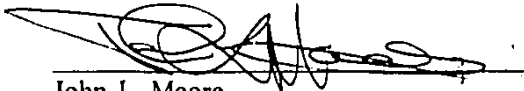
**INCORPORATORS:**

  
Richard M. Goldberg, M.D.  
Incorporator

  
Fred Tow, M.D.  
Incorporator

  
Maria Finazzo, M.D.  
Incorporator

**REGISTERED AGENT:**

  
John L. Moore  
Registered Agent