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O: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
PHONE: (305)541-3694

ACCT#: 072450003255  
FAX #: (305)541-3770

NAME: BRICKELL EXECUTIVE CENTRE, INC.

AUDIT NUMBER.....H9700008369

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....1

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION  
OF  
BRICKELL EXECUTIVE CENTRE, INC.

ARTICLE I - NAME

The name of this corporation is: **BRICKELL EXECUTIVE CENTRE, INC.**

ARTICLE II - DURATION

This corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida. Corporate existence shall commence at the time of filing of the Articles by the Department of State, State of Florida.

ARTICLE III - PURPOSE

1. To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
2. To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.
3. To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
4. To lend money to, and use its credit to assist, its officers and employees.
5. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.
6. To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.
7. To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

Prepared by: Roger Besu, Esquire  
Florida Bar Number: 172146  
815 N.W. 37th Ave., Suite 484  
Miami, Florida 33126  
(305) 262-7300

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8. To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state.
9. To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.
10. To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.
11. To make donations for the public welfare or for charitable, scientific, or educational purposes.
12. To transact any lawful business which the board of directors shall find will be in aid of governmental policy.
13. To pay pensions and establish and carry out pension plans, profit sharing plans, stock bonus plans, stock option plans, retirement plans, benefit plans, and other incentive and compensation plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries.
14. To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder.
15. To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust, or other enterprise.
16. To have and exercise all powers necessary or convenient to effect its purposes.
17. To act as a general financial consultant broker, and dealer on the foreign exchange market, money market and commodities market.
18. This corporation is organized for the purpose of transacting any and all lawful business not provided herein.

#### ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock which shall be designated "COMMON SHARES".

#### ARTICLE V - PREEMPTIVE RIGHTS

Every stockholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT AND PRINCIPAL OFFICE

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The street address of the initial registered office and the principal office of this corporation is 815 N.W. 57th Avenue, Suite 484, Miami, Florida 33126 and the name of the initial registered agent of this corporation at that address is Roger Besu.

#### ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one. The name and address of the initial director of this corporation is:

Roger Besu  
815 N.W. 57th Avenue  
Suite 484  
Miami, Florida 33126

#### ARTICLE VIII - INCORPORATOR

The name and address of the person signing these articles is:

Roger Besu  
815 N.W. 57th Avenue  
Suite 484  
Miami, Florida 33126

#### ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

#### ARTICLE X - CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by the Board of Directors or the holders of not less than one tenth of all the shares entitled to vote at the meeting.

#### ARTICLE XI - SHAREHOLDER QUORUM AND VOTING

The majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of the majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

#### ARTICLE XII - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

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ARTICLE XIII - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XIV - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these articles of incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservations.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 8th day of May, 1997.

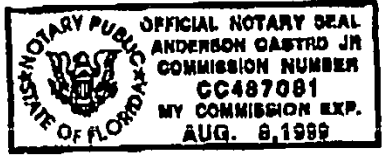
*[Signature]*  
Roger Besu, Incorporator

FILED  
197 MAY 21 AM 10:  
LAHASSEE, FLORIDA

STATE OF FLORIDA )  
COUNTY OF DADE )

The foregoing instrument was acknowledged before me this 8th day of May, 1997, by Roger Besu who is personally known by me or who has produced \_\_\_\_\_ as identification and who did take an oath.

*[Signature]*  
Notary Public, State of Florida



I, the undersigned, having been named as initial Registered Agent of the Corporation in the foregoing Articles of Incorporation hereby accept said office and will serve in said capacity.

*[Signature]*  
ROGER BESU, REGISTERED AGENT

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ACCOUNT NO. : 072100000032

REFERENCE : 396435 4329479

AUTHORIZATION : Patricia Pizzuto

COST LIMIT : \$ 122.50

ORDER DATE : May 19, 1997

ORDER TIME : 10:55 AM

ORDER NO. : 396435-005

CUSTOMER NO: 4329479

000002182870--2

CUSTOMER: Karen Bohn, Legal Assistant  
BAKER & HOSTETLER SUNTRUST  
CENTER SUITE 2300  
200 South Orange Avenue  
Po Box 112  
Orlando, FL 32802-0112

DOMESTIC FILING

NAME: MURDOCK FAMILY MEDICINE, P.A.

EFFECTIVE DATE:

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap

EXAMINER'S INITIALS: DMC 5/19/97

630

R97-2379

Vertical stamp: MAY 19 10:55 AM 1997

W97-11647



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

May 19, 1997

CSC NETWORKS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301

SUBJECT: MURDOCK FAMILY MEDICINE, P.A.  
Ref. Number: W97000011647

**RESUBMIT**

Please give original  
submission date as file date

We have received your document for MURDOCK FAMILY MEDICINE, P.A. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The specific nature of business of the professional association must be stated in the document.

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) 487-6923.

Doris McDuffie  
Corporate Specialist Supervisor

Letter Number: 297A00026805

RECEIVED  
97 MAY 23 PM 2:45  
CORPORATION

9710119 1110:25  
TALLAHASSEE, FLORIDA

**Articles of Incorporation  
of  
MURDOCK FAMILY MEDICINE, P.A.**

ARTICLE I

Name and Duration

The name of the Corporation is MURDOCK FAMILY MEDICINE, P.A. The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Secretary of State.

ARTICLE II

Principal Office

The address of the principal office of the Corporation is 1649 Tamiami Trail, Port Charlotte, Florida 33938.

ARTICLE III

Registered Office and Agent

The address of the registered office in the State of Florida is 200 South Orange Avenue, 2300 Sun Bank Center, in the City of Orlando, County of Orange. The name of the registered agent at such address is A.G.C. Co.

ARTICLE IV

Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity allowed in accordance with the Florida Statutes. THE SPECIFIC PURPOSE IS TO PRACTICE FAMILY MEDICINE.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act and Chapter 621 of the Florida Statutes.



ARTICLE V

Capital Stock

1. The total number of shares of capital stock which the Corporation has the authority to issue is 10,000 shares of Common Stock ("Common Stock") \$.01 par value per share.

ARTICLE VI

Incorporator

The name and mailing address of the incorporator of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
A.G.C. Co.	2300 Sun Bank Center 200 South Orange Avenue Post Office Box 112 Orlando, Florida 32802

ARTICLE VII

Board of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

3. The names and mailing addresses of the persons who shall serve as directors of the Corporation until the first annual meeting of the shareholders are as follows:

<u>Name</u>	<u>Address</u>
Donald E. Kennedy, D.O.	1649 Tamiami Trail Port Charlotte, FL 33938

David L. McAtee, D.O.

1649 Tamiami Trail  
Port Charlotte, FL 33938

Joseph J. Kalosis, D.O.

1649 Tamiami Trail  
Port Charlotte, FL 33938

#### ARTICLE VIII

##### Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

#### ARTICLE IX

##### Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

#### ARTICLE X

##### Indemnification

The Corporation shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the full extent permitted by law.

ARTICLE XI

Transfer of Shares

If, from time to time, a shareholders' agreement among all of the shareholders of the Corporation is in effect, then transfers of the Corporation's Common Stock made, not in accordance with such agreement, whether by operation of law or otherwise, are null and void ab initio.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

DATED at Orlando, Orange County, Florida, this 16<sup>th</sup> day of May, 1997.

A.G.C. CO.

By: 

Kenneth C. Wright  
Vice President

STATE OF FLORIDA        )  
                                  ) SS.  
COUNTY OF ORANGE    )

The foregoing instrument was acknowledged before me this  
       day of May, 1997, by KENNETH C. WRIGHT  
of A.G.C. Co., an Ohio corporation, on behalf of the corporation.  
He is personally known to me or has produced  
       as identification and did (did not) take an oath.

Karen L. Bohm  
(Notary Signature)

(NOTARY SEAL)

Karen L. Bohm  
(Notary Name Printed)  
NOTARY PUBLIC  
Commission No. \_\_\_\_\_



Karen L. Bohm  
MY COMMISSION # CC98113 EXPIRES  
September 16, 2000  
BONDED THRU TROY FARM INSURANCE, INC.

REGISTERED AGENT CERTIFICATE

In pursuance of the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

That MURDOCK FAMILY MEDICINE, P.A., desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Orlando, County of Orange, State of Florida, has named A.G.C. Co., located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned, by and through its duly elected officer, hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office, and further states that it is familiar with §607.0501, Florida Statutes.

A.G.C. Co.

By: 

Kenneth C. Wright  
Vice President

DATED: May 16, 1997