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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS
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FROM: BLALOCK, LANDERS, WALTERS AND VOGLER, P.A.
076666003611

ACCT#:

CONTACT: JOHN WICKMAN
PHONE: (941) 748-0100
(941) 745-2093

FAX #:

NAME: MANATEE ANESTHESIA AND PAIN ASSOCIATES, P.A.

AUDIT NUMBER.....H97000008460

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

CERT. OF STATUS..0

PAGES..... 2

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TALLAHASSEE, FLORIDA

BM 51221017

**ARTICLES OF INCORPORATION
OF
MANATEE ANESTHESIA AND PAIN ASSOCIATES, P.A.**

The undersigned Incorporator subscribing to these Articles of Incorporation, being competent to contract, hereby forms a Corporation under the Laws of the State of Florida.

ARTICLE I

The name of this Corporation shall be: **MANATEE ANESTHESIA AND PAIN ASSOCIATES, P.A.**, and its initial mailing address shall be: 6605 Gulfside Rd., Longboat Key, Florida 34228. The initial address of the Corporation's principal office shall be: 6605 Gulfside Rd., Longboat Key, Florida 34228.

ARTICLE II

The purpose of this Corporation is to engage in the practice of medicine within the State of Florida and to take all actions that are necessary or proper in connection with that practice.

This Corporation shall have all powers given professional service corporations under the Laws of the State of Florida.

ARTICLE III

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time shall be One Thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00).

ARTICLE IV

This Corporation is to exist perpetually.

Prepared By:
John E. Wickman, Esq.
Blalock, Landers, Walters & Vogler, P.A.
802 11th Street West, Bradenton, FL 34205
(941) 748-0100
Florida Bar No. 0046884

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TALLAHASSEE, FLORIDA

ARTICLE V

The name of the initial Registered Agent is **JOHN E. WICKMAN**. The street address of the initial registered office of this Corporation is: 802 11th Street West, Bradenton, Florida 34205. The Board of Directors may from time to time move the registered office to any other address in Florida.

ARTICLE VI

The name and address of each Incorporator of this Corporation is: **DANIEL E. WOLFE, M.D.**, 6909 Pine Valley Street, Bradenton, Florida 34202.

ARTICLE VII

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE VIII

Pursuant to the provisions of Chapter 607, Florida Statutes, this Corporation shall begin in existence upon filing of these Articles of Incorporation with the Secretary of State.

 (SEAL)
DANIEL E. WOLFE, M.D., Incorporator

I hereby accept designation as Registered Agent of the above-named corporation, and I am familiar with and accept the obligations of the position.


JOHN E. WICKMAN, Registered Agent

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TALLAHASSEE, FLORIDA

ROYAL WARE IMPORTS, INC
1307 Park Avenue
Sanford, Florida 32771
407 323 9448

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TALLAHASSEE, FLORIDA

May 15, 1997

Secretary of State
Department of State
Division of Corporations
P.O BOX 6327
Tallahassee, Florida 32314

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*****70.00 *****70.00

Subject: ROYAL WARE IMPORTS, INC
Proposed Corporate Name

Dear Recipient:

Enclosed is an original and two(2) copies of the articles of Incorporation of ROYAL WARE IMPORTS, INC to be filed with your office, and my check for \$70 filing fee in connection therewith.

Please return the photocopy to me with the filing date stamped on it.

I thank you for your cooperation in this matter.

Sincerely,

Sica Nacu

Sica Nacu

Enclosures: Articles of Incorporation

F. CHIDDER

MAY 22 1997

**ARTICLES
OF
INCORPORATION
OF
ROYAL WARE IMPORTS, INC**

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TALLAHASSEE, FLORIDA

The undersigned, desiring to form a corporation for profit under the general corporation law of Florida to hereby certify:

- FIRST:** The name of the corporation shall be **ROYAL WARE IMPORTS, INC.**
- SECOND:** The principal place of business and mailing address of the corporation is **1307 Park Avenue, Sanford Florida 32771**
- FOURTH:** The registered agent of the corporation is **Raymond E. Vintilla** and the registered street address is **1307 Park Avenue, Sanford Florida 32771**
- THIRD** The Corporation shall have the authority to issue five hundred (500) shares of stock.
- FIFTH:** The initial Board of Directors shall have 2 members whose names and address are as follows:
Sica Nacu, 1011 Oak Avenue, Sanford Florida 32771 and Mihai Miron, 11590 Seminole Blvd, Largo Florida 34648.
The number of directors may be raised or lowered by amendment of the by laws of the corporation but shall in no case be less than one.
- SIXTH:** The incorporator of the Corporation is **Sica Nacu**, whose street address is **1011 Oak Avenue, Sanford Florida 32771**

SEVENTH: The purposes for which it is formed are:

A: To engage in the business of importing and exporting goods of every kind, type and description; to purchase and sell as distributor, wholesaler, retailer or otherwise, and to act as an agent or broker in the sale of goods of every kind, type or description; and generally to do all things as are convenient or necessary for the accomplishment and furtherance of the powers set forth herein:

B: To purchase , acquire, hold mortgage, pledge, hypothecate, loan money upon, exchange rent, sell and otherwise deal in personal property and real property of every kind, character and description whatsoever, and wheresoever situated and any interest therein; in particular without limiting the generality of the foregoing, to acquire, hold, sell and otherwise deal in, any part or all of the shares of stock, notes, bond, debentures or any other kind of security of any other corporation which is conducting a business similar to the business of the Corporation or otherwise.

C. To acquire all or any part of the good will, rights, property and business of any corporation, association, partnership, firm, trustee, syndicate, combination, organization, other entity on individual, domestic or foreign, heretofore or hereafter engaged in any business, similar to the business of the Corporation or otherwise, and to pay for the same in cash or in shares or obligations of the Corporation or otherwise, and to hold , utilize, enjoy and in any manner dispose of the whole or any part of the rights and property so acquired, and to assume in connection therewith any liabilities of any such corporation, association, partnership, firm, trustee, syndicate, organization, individual or other entity, domestic or foreign, and to conduct in the State of Florida and/or in any other state territory locality or country, the whole or any part of the business thus acquired

EIGHTH: The maximum number of shares which the corporation is authorize to have out standing is five hundred (500) shares , all of which shall be common shares without par value.

NINTH No holder of shares of the Corporation shall have any pre-emptive right to subscribe for or to purchase any shares of the corporation of any class, whether such shares or such class be now or hereafter authorized.

TENTH: The Corporation , through its Board of Directors, shall have the right and power to repurchase any of its outstanding shares at such price and upon such terms as may be agreed upon between the corporation and the selling shareholder or shareholders.

ELEVENTH: Notwithstanding any provision of the General Corporation Law of Florida now or hereafter in force, requiring for any purpose the vote or consent of the holders of shares entitling them to exercise two thirds of the voting power of the corporation or of any class or classes of shares thereof, such action, unless otherwise expressly required by statute, may be taken by the vote or consent of the holders of shares entitling them to exercise a majority of the voting power of the corporation or of such class of shares thereof.

TWELFTH: A director or officer of the Corporation shall not be disqualified by his (her) office from dealing or contracting with the corporation as a vendor, purchaser, employee, agent or otherwise; nor shall any transaction, contract or act of the Corporation be void or voidable or in any way affected or invalidated by reason of the fact that any director or officer or any firm of which such director or officer is a member or any corporation of which such director or officer is shareholder director or officer, is in any way interested in such transaction, contract or act, provided the fact that such director, officer, firm or corporation is so interested shall be disclosed or shall be known to the Board of Directors or such members thereof as shall be present at any meeting of the Board of Directors at which action upon any such contract, transaction or act shall be taken; nor shall any such director or officer be accountable or responsible to the corporation for or in respect of any such transaction, contract, or act of the corporation, or for any gains or profits realized by him (her) by reason of the fact that he (she) or any firm of which he (she) is a member, or any corporation of which he (she) is a shareholder, officer or director, is interested in such transaction, contract, or act and any such director or officer, if such officer is a director, may be counted in determining the existence of a QUORUM AT any meeting of the Board of Directors of the Corporation which shall authorize or take action in respect of any such contract, transaction or act, and may vote thereat to authorize, and ratify, or approve any such contract, transaction or act with like force and effect as if he (she) or any firm of which he (she) is a member or any corporation of which he (she) is a shareholder, officer or director, were not interested in such transaction, contract or act.

THIRTEENTH: The amount of Capital with which the corporation will begin business will be not less than five hundred dollars (\$500)

Dated May 16, 1997

Sica Haseu

Incorporator

TALLAHASSEE, FLORIDA

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Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I 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 am familiar with and accept the obligations of my position as registered agent.

Dated May 16, 1997

Registered agent Raymond E. V. Sullivan