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Andrew L. Reiff, P.A.

ATTORNEY AND COUNSELOR AT LAW

ANDREW L. REIFF

SOUTHTRUST BANK BLDG. SUITE 720
135 W. CENTRAL BLVD.
P.O. Box 1059
ORLANDO, FLORIDA 32802-1059

May 20, 1997

(407) 423-8183
FAX (407) 425-1501

Secretary Of State
Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-05/23/97-01027--015
****122.50 ****122.50

Re: ELIZABETH FAGAN, M. D., P. A.
(Articles Of Incorporation)
File No. 1-97-143/Fagan/Incorporation

Gentlemen:

I am enclosing herewith an original and a copy of the Articles Of Incorporation of ELIZABETH FAGAN, M. D., P. A. In addition, a check in the sum of \$122.50 is enclosed which represents the filing fee.

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned. Your prompt attention to this matter would be appreciated.

Sincerely,


Andrew L. Reiff

ALR/mc
Enclosure

cc: Elizabeth Fagan, President

FILED
DIVISION OF STATE
CORPORATIONS
MAY 23 1997

8/3/21/97

**ARTICLES OF INCORPORATION
A PROFESSIONAL ASSOCIATION
OF**

FILED
SECRETARY OF STATE
JAN 10 1968
TALLAHASSEE, FLA.

ELIZABETH FAGAN, M. D., P. A.

The undersigned, a natural person, competent and licensed to practice medicine in the State of Florida, acting as incorporator for the purpose of forming a Professional Service Corporation for profit under Florida General Corporation Act, and Section 621, Florida Professional Service Corporation adopts the following Articles of Incorporation for such corporation:

ARTICLE I

NAME

The name of this Professional Association is ELIZABETH FAGAN, M. D., P. A.

ARTICLE II

DURATION

The period of its duration is perpetual.

ARTICLE III

PURPOSE

The purpose is to engage in any activities or business permitted under the laws of the United States and the State of Florida, to engage in every aspect in the practice of medicine, and all its fields and specialization, as are engaged in by medical doctors. The professional services involved only through its officers, agents, employees, who shall be medical doctors in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this Professional Association. To invest its funds as permitted in Section 621.08, Fla. Statutes or as amended.

ARTICLE IV

CAPITAL STOCK

The corporation is authorized to issue 1,000 shares, all of one class, at \$1.00 par value. Shares of the Professional Association's stock and certificates shall be issued only to medical doctors in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same

professional services as this Professional Association.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The name and address of the registered agent and registered office of this corporation shall be as follows:

ELIZABETH FAGAN, M. D.
3108 Needles Drive
Orlando, Florida 32810

ARTICLE VI

MAILING ADDRESS OF THE CORPORATION

The mailing address of the corporation is 3108 Needles Drive, Orlando, Florida 32810.

VII

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors may be either increased or decreased from time to time by an amendment of the Bylaws of the corporation in the manner provided by in the Bylaws, but shall never be less than one (1).

The name and address of the initial directors of this corporation are:

ELIZABETH FAGAN, M. D.
3108 Needles Drive
Orlando, Florida 32810

ARTICLE VIII

INCORPORATORS

The name and address of the Incorporator signing these Articles of Incorporation is:

ELIZABETH FAGAN, M. D.
3108 Needles Drive
Orlando, Florida 32810

ARTICLE IX

DIRECTORS' AUTHORITY TO FIX COMPENSATION

Directors shall have authority to fix the compensation of

the officers of this corporation.

ARTICLE X

SEVERANCE AND TERMINATION OF EMPLOYMENT

If any Officer, Director, Stockholder, Agent or Employee of this Professional Association becomes legally disqualified to render the professional services for which the Professional Association is organized, or accepts employment that places restrictions or limitations on her continued rendering of such professional services, she shall forthwith sever all employment with the Professional Association, and shall not thereafter participate or share directly or indirectly, in any earnings or profits realized by the Professional Association shall forthwith, upon such disqualification of any Shareholder, purchase such Shareholder's shares and pay her all accounts owing and lawfully due to her by the Professional Association, except that such share shall not be entitled to dividends.

ARTICLE XI

DIRECTOR CONFLICT OF INTEREST

A. No contract or other transaction between the corporation and one or more of its directors, or between the corporation and any other corporation, firm, association, or other entity, in which one or more of its directors are directors or officers, or are financially interested, shall either be void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the board of directors of a committee thereof which approves such contract or transaction, or that her or their votes are counted for such purpose:

1. if the fact of such common directorship, officership or financial interest is disclosed or known to the board or committee, and the board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors; or

2. if such common directorship, officership, or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders; or

3. if the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the board, a committee or the shareholders.

B. Common or interested directors may be counted in

determining the presence of a quorum at a meeting of the board of directors or of a committee which approves such contract or transaction.

ARTICLE XII

INDEMNIFICATION

The Professional Association shall indemnify any Officer, Director, or any former Officer or Director, to the full extent permitted.

ARTICLE XIII

SHAREHOLDERS QUORUM AND VOTING

A majority of the shares entitled to vote, represented in person or proxy, shall constitute a quorum at a meeting of Shareholders. If a quorum is present, the actions by the Shareholders will be approved if the affirmative or "yes" votes exceed the negative or "no" votes.

ARTICLE XIV

REMOVAL OF DIRECTORS

At a meeting of shareholders called expressly for that purpose, any one director or the entire Board of Directors may be removed, with or without cause, by a vote of a majority of the shares then entitled to vote at an election of the Board of Directors.

ARTICLE XV

INFORMAL ACTION OF DIRECTORS

If all the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writing evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE XVI

EFFECTIVE DATE OF INCORPORATION

This corporation shall be deemed to have come into existence on date of filing.

ARTICLE XVII

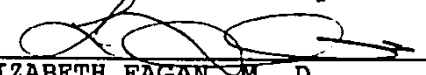
AMENDMENT OF ARTICLES

The power to adopt, alter, amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of Florida governing a Florida corporation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 20 day of May 1997.


ELIZABETH FAGAN, M. D.
Sole-Incorporator

THE UNDERSIGNED hereby accepts the office of registered agent, and shall accept service of process on behalf of the corporation at 3108 Needles Drive, Orlando, Florida, 32810, and further agrees to comply with the provisions of Chapter 48, relative to keeping up said office.

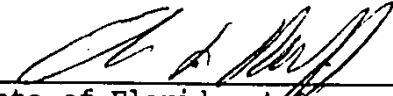

ELIZABETH FAGAN, M. D.
Registered Agent

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 20 day of May, 1997, by ELIZABETH FAGAN, who is personally known to me or who has produced N.A. as identification.

NOTARY PUBLIC:


State of Florida at Large (Seal)
My commission expires:



Andrew L. Hoff
My Commission CC029774
Expires April 23, 2001

FILED
CLERK OF STATE
JUN 11 1997