

LAW OFFICES

ENGLANDER & FISCHER, P.A.

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St. Petersburg, FL 33710

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Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

Re: Spuza Medical Center, P.A.

Gentlemen:

Enclosed please find the Articles of Incorporation with reference to the above professional corporation, in duplicate, together with a check in the amount of \$122.50 to cover the minimum charter tax, filing, certified copy and registered agent fees.

Please file the original and return to me a certified copy of the same.
Thank you.

Very truly yours,

LEONARD S. ENGLANDER

LSE/pag

Enclosures

FILED
97 MAY 27 PM 3:30
TALLAHASSEE, FL
GAVE
AUTHORIZATION BY PHONE TO
CORRECT Principal Address
DATE 5-28-97
DOC. EXAM P. Callaway

5/29/97

**ARTICLES OF INCORPORATION
FOR PROFESSIONAL CORPORATION**

**SPUZA MEDICAL CENTER, P.A., a
Florida professional association**

97 MAY 27 PM 3:30
FILED
SEC
TALLAHASSEE, FLORIDA

The Undersigned natural persons, competent and licensed to practice medicine in the State of Florida, acting hereby as Incorporators for the purpose of forming a Professional Services Corporation for profit under the provisions of Section 607, Florida General Corporation Act, and Section 621, Florida Professional Service Corporation Act, of the Florida Statutes, do hereby adopt the following Articles of Incorporation:

**I
NAME OF CORPORATION**

The name of this Corporation shall be **SPUZA MEDICAL CENTER, P.A.**, Florida professional association. Principal Address is 431 S.W. Boulevard North
St. Petersburg, Florida 33703

**II
PURPOSES**

The general nature and purposes of business to be transacted, promoted and carried on by the Corporation are as follows:

- a. To engage in every aspect in the practice of medicine and all its fields of specializations, as are engaged in by doctors.
- b. To engage and render the professional services involved only through its officers, agents and employees who shall be doctors in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this Corporation.
- c. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.
- d. To engage in no other business other than the rendition of the professional services specified herein.
- e. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

III CAPITAL STOCK

a. The maximum number of shares of stock that the Corporation is authorized to have outstanding at any time shall be 7500 shares of common stock at one dollar (\$1.00) per share par value.

b. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

c. Shares of the Corporation's stock and certificates shall be issued only to doctors in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this Corporation.

IV DURATION

The Corporation shall have perpetual existence.

V REGISTERED AGENT

The address of this Corporation's initial Registered Office is 5959 Central Avenue, St. Petersburg, FL 33710, and the name of its initial Registered Agent at said address is LEONARD S. ENGLANDER.

VI INCORPORATOR

The name and address of the Incorporators are as follows:

Michael P. Spuza, MD
431 S.W. Boulevard N.
St. Petersburg, Florida 33703

Felicia Spuza, MD
431 S.W. Boulevard N.
St. Petersburg, Florida 33703

VII
BOARD OF DIRECTORS

The Corporation shall have a Board of Directors consisting of two (2) persons. The number of Directors may be increased or decreased from time to time by resolution of the majority of the Stockholders but shall never be less than two. The names and addresses of the initial Directors of this Corporation are:

Michael P. Spuza, MD
431 S.W. Boulevard N.
St. Petersburg, Florida 33703

Felicia Spuza, MD
431 S.W. Boulevard N.
St. Petersburg, Florida 33703

VIII
INFORMAL SHAREHOLDER ACTION

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the Corporation as part of the corporate records.

IX
SEVERANCE AND TERMINATION OF EMPLOYMENT

If any officer, director, stockholder, agent or employee of this Corporation becomes legally disqualified to render the professional services for which the Corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he shall forthwith sever all employment with the Corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the Corporation on account of professional services. The Corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him by the Corporation, except that such shares shall not be entitled to dividends.

X
INFORMAL DIRECTOR ACTION

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

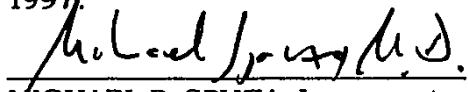
XI
INDEMNIFICATION

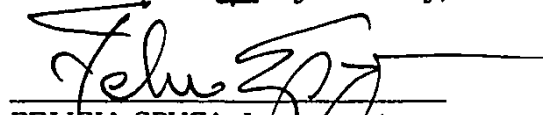
The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

XII
BYLAW AMENDMENT

The power to adopt, alter, amend or repeal the bylaws of this Corporation shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of Florida governing a Professional Service Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in the State of Florida, this 23 day of May, 1997.


MICHAEL P. SPUZA, Incorporator


FELICIA SPUZA, Incorporator

STATE OF FLORIDA)
COUNTY OF PINELLAS)

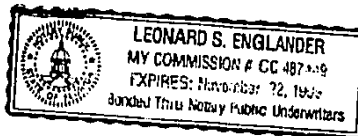
BEFORE ME, the undersigned authority, personally appeared MICHAEL P. SPUZA and FELICIA SPUZA, who are to me well known to be the persons described in and who executed the foregoing Articles of Incorporation as the Incorporators, and they acknowledged to and before me that they executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at St. Petersburg, Pinellas County, Florida, in the said County and State, this
23 day of May, 1997.



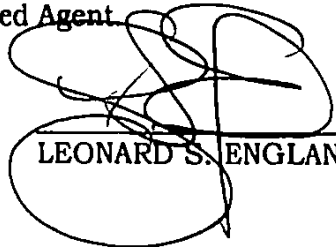
Notary Public

My Commission Expires:



CONSENT OF REGISTERED AGENT

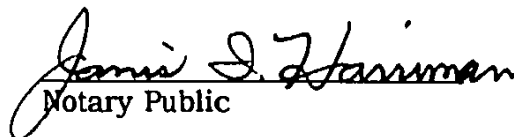
Having been named as Registered Agent for **SPUZA MEDICAL CENTER, P.A.**, a Florida professional association at the registered office designated in the Articles of Incorporation, the undersigned hereby accepts the designation of Registered Agent.


LEONARD S. ENGLANDER

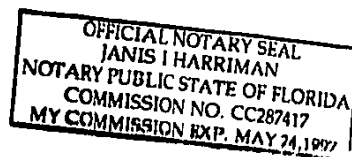
STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, the undersigned authority, personally appeared LEONARD S. ENGLANDER, who is to me well known to be the person described in and who executed the foregoing Articles of Incorporation as the Registered Agent, and acknowledged to and before me that he executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at St. Petersburg in the said County and State, this 23 day of May, 1997.


Notary Public

My Commission Expires:



FILED
97 MAY 27 PM 3:30
TALLAHASSEE, FLORIDA