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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ANN HILL/SMITH & THOMPSON, P.A.

(Requestor's Name)

3520 Thomasville Road, 4th Floor

(Address)

Tallahassee, Florida 32308 893-4105

(City, State, Zip)

(Phone #)

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. ^{Kiely} ~~Getty~~, Jeremiah and Barberis, P.A. (Corporation Name) (Document #)

2. (Corporation Name) (Document #)

3. (Corporation Name) (Document #)

4. (Corporation Name) (Document #)

- Walk in Pick up time _____ Certified Copy
- Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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Examiner's Initials *PH* 6/20/97

ARTICLES OF INCORPORATION

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OF

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KIELY, JEREMIAH AND BARBERIS, P.A. SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this Professional Service Corporation is: **KIELY, JEREMIAH AND BARBERIS, P.A.** The principal office of this Corporation is located at 5978 Powers Avenue, Jacksonville, Florida 32217.

ARTICLE II

This Corporation shall have perpetual existence.

ARTICLE III

The sole and specific purpose for which this Corporation is organized is to operate and maintain an establishment and otherwise serve the convenience of its shareholders in carrying on and engaging in the practice of medicine, and to carry on any other lawful activity permitted by Chapter 621 of the Florida Statutes and not specifically precluded by any provision of Section 621.08 thereof.

ARTICLE IV

The aggregate number of shares of stock which the Corporation shall have authority to issue is 1,000, consisting of one class only, designated as "common stock," and having a par value of one dollar (\$1.00) each. Each issued and outstanding share shall be entitled to one vote. The shareholders may, by Bylaw provision unanimously approved or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer or encumbrance of the stock of this Corporation as they may see fit.

ARTICLE V

No holder of the common stock shall be entitled as a matter of right to subscribe for, purchase or receive any part of any issue of additional stock or shall have any preemptive right to subscribe or purchase the same.

ARTICLE VI

The number of directors that the Corporation shall have shall be not less than one (1) but may be such greater number as may be elected by the shareholders from time to time in accordance with the Bylaws of the corporation. The initial number of directors that the Corporation shall have shall be three (3).

ARTICLE VII

The name and post office address of the initial directors, who shall hold office for the first year of existence of the corporation and until such director's successor is elected or appointed and has qualified, or until the earlier of such director's removal, resignation or death, is:

<u>Name</u>	<u>Post Office Address</u>
Clifford Jeremiah, M.D.	5978 Powers Avenue Jacksonville, Florida 32217
Robert Kiely, M.D.	5978 Powers Avenue Jacksonville, Florida 32217
Carlos R. Barberis, M.D.	1021 Cesery Boulevard Jacksonville, Florida 32211

ARTICLE VIII

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

<u>Names</u>	<u>Post Office Address</u>
Clifford Jeremiah, M.D.	5978 Powers Avenue Jacksonville, Florida 32217

ARTICLE IX

The street address of the initial registered office of this Corporation is 5978 Powers Avenue, Jacksonville, Florida 32217, and the name of the initial registered agent of this Corporation at that address is Clifford Jeremiah, M.D.

ARTICLE X

All of the shareholders, directors and officers of the Corporation are required at all times to be persons licensed to practice medicine in the State of Florida. If any shareholder, director or officer of the Corporation becomes legally disqualified to render professional or other personal services, consultation or advice within this state in connection with the practice of

medicine, he shall transfer any shares in the Corporation owned by him to the Corporation or another person qualified to own such shares, as required by Section 621.10, Florida Statutes, or pursuant to such other arrangements or provisions (not inconsistent with Section 621.10) as may be provided in the Bylaws of the Corporation or any agreement between such shareholder and the Corporation. If at any time all of the shareholders of the Corporation shall cease, at any one time and for any reason, to be licensed to practice medicine in the State of Florida, the Corporation shall thereupon be deemed to be converted into and shall henceforth operate solely as a business Corporation pursuant to the provisions of Chapter 607, Florida Statutes, as amended, or its successors.

ARTICLE XI

The Board of Directors is specifically authorized to make provisions for indemnification of directors, officers, employers and agents to the full extent permitted by law.

ARTICLE XII

This Corporation reserves the right to amend, alter, change or repeal any provisions contained in its 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.

THE UNDERSIGNED, being the incorporator of the corporation, hereby declares and certifies that the facts herein stated are true and accordingly has hereunto set his hand and seal this 19th day of June, 1997.

Signed, sealed and delivered
in the presence of :

Sharon A. Lussell

James D. Riner

Clifford Jeremiah, M.D. (SEAL)
Clifford Jeremiah, M.D.

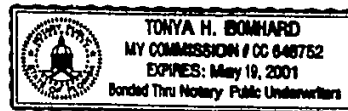
STATE OF FLORIDA

COUNTY OF DUVAL

BE IT REMEMBERED that on this 19th day of June, 1997, personally came before me, Clifford Jeremiah, M.D., the incorporator of the foregoing Articles of Incorporation, known to me personally to be such, and acknowledged the said Articles to be his act and deed and that the facts therein stated are truly set forth.

GIVEN under my hand and seal of office the day and here aforesaid.

Tonya H. Bombard
Notary Public, State of Florida at Large



**CERTIFICATE NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

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Pursuant to Section 48.091, Florida Statutes, the following is submitted:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

That Kiely, Jeremiah and Barberis, P.A., a professional corporation organized and existing under the laws of the State of Florida, with its principal office at the City of Jacksonville, County of Duval, State of Florida, located at 5978 Powers Avenue, Jacksonville, Florida 32217, has appointed Clifford Jeremiah, M.D., as its registered agent to accept service of process within this state.

June 19, 1997
Date

Clifford Jeremiah
By: Clifford Jeremiah, M.D.
Incorporator

ACCEPTANCE

Having been named to accept service of process from the above-stated Corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Florida Statutes relative to keeping open said office.

June 19, 1997
Date

Clifford Jeremiah
Clifford Jeremiah, M.D.

KJB.A01