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PLEASE REPLY TO:  
ST. PETERSBURG

June 24, 1997

**VIA UNITED PARCEL SERVICE**

Florida Department of State  
Division of Corporations  
Domestic Charter Section  
409 East Gaines Street  
Tallahassee, Florida 32301

1-0000222255

100002222551--9  
-06/25/97-01063--005  
\*\*\*122.50 \*\*\*122.50

Re: WEBSTER MEDICAL, INC.

EFFECTIVE DATE

6-24-97

Gentlemen:

Enclosed are duplicate originals of the Articles of Incorporation for Webster Medical, Inc., together with our check for \$122.50 representing the following:

Filing Fee	\$ 35.00
Certified copy	52.50
Registered Agent	
Designation	<u>35.00</u>
Total	\$122.50

FILED STATE  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
97 JUN 25 AM 10:40

Please file these Articles immediately upon receipt and return a certified copy to our office.

If you have any questions or if there is a problem with the filing, please telephone this office before returning the documents. Your prompt attention to this matter is appreciated.

Very truly yours,

G. Barry Wilkinson

/dt

Enclosures

d:\...webster\accstate.ltr

D. BROWN JUN 26 1997

EFFECTIVE DATE  
6-24-97

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 JUN 25 AM 10:40

ARTICLES OF INCORPORATION  
OF  
WEBSTER MEDICAL, INC.

ARTICLE 1.

NAME AND ADDRESS

The name and principal office address of this Corporation is:

WEBSTER MEDICAL, INC.  
942 GALLITON WAY  
PALM HARBOR, FL 34684

ARTICLE 2.

DURATION

This Corporation shall exist perpetually, commencing as of the date of execution of these Articles.

ARTICLE 3.

PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE 4.

CAPITAL STOCK

This Corporation is authorized to issue 7,500 shares of ONE DOLLAR (\$1.00) par value common stock.

ARTICLE 5.

INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent and the street address of the initial registered office of this Corporation is:

G. BARRY WILKINSON, ESQUIRE  
696 1st Avenue North, Suite 201  
St. Petersburg, FL 33701

**ARTICLE 6.**

**INITIAL BOARD OF DIRECTORS**

The initial Board of Directors of this Corporation shall be as set forth below. The number of directors may be either increased or decreased from time to time by the Bylaws but shall never be less than one. The names and addresses of the initial directors of this Corporation are:

LINDA A. LEE  
942 GALLITON WAY  
PALM HARBOR, FL 34684

PHILIP S. WEBSTER  
942 GALLITON WAY  
PALM HARBOR, FL 34684

DEREK B. SLATER  
942 GALLITON WAY  
PALM HARBOR, FL 34684

**ARTICLE 7.**

**INCORPORATOR**

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

G. Barry Wilkinson  
696 1st Avenue North, Suite #201  
St. Petersburg, FL 33701

**ARTICLE 8.**

**CUMULATIVE VOTING**

At each election for directors every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

**ARTICLE 9.**

**PREEMPTIVE RIGHTS**

Each holder of the common stock of this Corporation shall have the first right (subject to adjustments to avoid the issuance of fractional shares) to purchase shares of any other

securities that this Corporation may issue from time to time, whether or not such shares are presently authorized, including shares from the treasury of this Corporation, in the ratio that the number of shares of common stock held by such shareholder at the time of the issue bears to the total number of shares of common stock then outstanding. This right is waived by any holder of the common stock who does not exercise it and pay for the stock available for purchase pursuant to such preemptive rights, within thirty (30) days of his receipt of a written notice from this Corporation inviting him to exercise such right.

**ARTICLE 10.**

**INDEMNIFICATION**

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

**ARTICLE 11.**

**BYLAWS**

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

**ARTICLE 12.**

**AMENDMENT**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 24th day of June, 1997.

  
\_\_\_\_\_  
G. Barry Wilkinson

"Incorporator"

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 JUN 25 AM 10:40

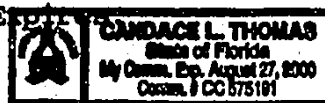
STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing Articles of Incorporation were acknowledged before me this 24 day of June, 1997, by G. Barry Wilkinson.

*Candace L. Thomas*

Notary Public  
State of Florida

My Commission Expires



ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-named corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.

DATED this 24th day of June, 1997.

*G. Barry Wilkinson*

G. BARRY WILKINSON, ESQUIRE

"Registered Agent"