

JUL. 14 '97 (MON) 15:00
JUL. 11 '97 (FRI) 15:19

MACFARLANE, FERGUSON
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7/11/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS
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CONTACT: ROSALYN GIBBS
PHONE: (813)273-4261

FAX #: (850)922-4001
ACCT#: 076077001654
FAX #: (813)273-4396

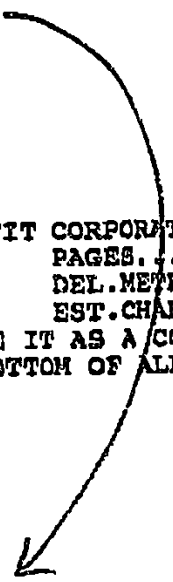
NAME: BRUCE D. FAGEN, M.D., P.A.
AUDIT NUMBER.....H97000011382
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TALLAHASSEE, FLORIDA

W97-16122

Bm 7/14/97

ARTICLES OF INCORPORATION
OF
BRUCE D. FAGEN, M.D., P.A.

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97 JUL 14 PM 3:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this corporation shall be:

BRUCE D. FAGEN, M.D., P.A.

and its principal place of business shall be located at:

217 Katherine Blvd., #2310, Palm Harbor, FL 34684

ARTICLE II

The general nature of the business to be transacted by this corporation shall be:

1. To engage in every phase and aspect of rendering to the public the same professional services a registered doctor of medicine licensed under the laws of the State of Florida is authorized to render, but such professional services shall be rendered only through its officers and parties and agents who are duly licensed to practice medicine.

2. To invest the funds of the corporation in real estate, mortgages, stocks, bonds and other types of investments and to own real estate and personal property necessary for the rendering of such professional services.

3. To do everything necessary and proper for the accomplishment of any of the purposes or the attainment of the objects enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the corporation, and in general, either alone or in association

Prepared by: J. Paul Raymond, Esq. #169268
P. O. Box 1669
Clearwater, FL 33757
(813) 441-8966
Tel. Fax No. 160750

with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the furtherance of the purposes or objects of the corporation.

The paragraphs of this Article II shall be construed as both objects and purposes of the corporation, and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this corporation otherwise permitted by law.

ARTICLE III

The maximum number of shares of stock that this corporation shall be authorized to have outstanding at any one time is 7,500 shares of common stock, having a par value of One (\$1.00) Dollar per share.

The common stock of the corporation may be issued as "Small Business Corporation" stock in accordance with the plans and provisions of Section 1244 of the Internal Revenue Code.

ARTICLE IV

The corporation shall have perpetual existence.

ARTICLE V

The initial registered office of this corporation shall be 400 Cleveland Street, Suite 800, Clearwater, FL 34615, and the name of the initial registered agent of this corporation at that address shall be J. Paul Raymond. The Board of Directors shall have the power to establish branch offices and to change the principal

office of the corporation to any other address or addresses.

Meetings of the Stockholders and Directors of the corporation may be held at places within or without the State of Florida. No such meeting need be held at the principal office of the corporation, or at any office or place of business of the corporation, but may be held at any place specified in the By-Laws, or by the Board of Directors, or by any person or persons properly noticing or calling a meeting in accordance with the By-Laws.

ARTICLE VI

The initial Board of Directors for the corporation shall consist of one (1) Director. The number of directors may be increased or diminished from time to time by By-Laws adopted by the Shareholders of the corporation, but shall never be less than one (1). Directors need not be shareholders. Any director may be removed from office by a majority of the stock entitled to vote thereon at any meeting of the shareholders for any cause deemed sufficient by such shareholders.

Directors, and the officers of the corporation elected by them in accordance with the By-Laws, shall hold office for a period of one (1) year after their election, or until their successors are duly elected and qualified; but any director is subject to removal at any time by a majority vote of all outstanding shares of stock, with or without cause; and any officer is subject to removal at any time by a majority vote of all the directors (not merely those present in voting), with or without cause.

ARTICLE VII

The names and addresses of the members of the first Board of Directors and Officers, who shall hold office for the first year of existence of the corporation, or until their successors are duly elected and qualified, are:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Bruce D. Fagen	217 Katherine Blvd. #2310 Palm Harbor, FL 34684	President/Director
J. Paul Raymond	400 Cleveland Street Suite 800 Clearwater, FL 34615	Secretary

ARTICLE VIII

The name and address of the subscriber of these Articles of Incorporation who is a registered doctor of medicine licensed under the laws of the State of Florida to render services as such and the number of shares of stock he agrees to take is:

Bruce D. Fagen, M.D. 100 shares

ARTICLE IX

No contract or other transaction between this corporation and any other firm, association or corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the Directors of this corporation are pecuniarily or otherwise interested in or are members, directors or officers of such other firm, association or corporation. Any Director, individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested

in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof. Any Director of this corporation who is also a member, director or officer of such other firm association or corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction with like force and effect as if he were not such member, director or officer of such other firm, association or corporation, or not so interested.

ARTICLE X

Shares of this corporation's capital stock shall be issued only to individuals who are duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as those for which the corporation was incorporated. No stockholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his stock.

In the event the ownership of shares of this corporation shall be transferred into the hands of others who are not qualified to own such shares under the provisions of the Professional Service Corporation Act, the members of the Board of Directors of this corporation shall have the power to fill any vacancy existing in the Board of Directors and all of the directors and all of the

shareholders of the corporation shall have the power to amend these Articles of Incorporation so as to effect a change in the nature of business provided in Article II herein, so that this corporation shall have the power to conduct business in accordance with applicable law; except that this corporation shall not conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, fraternal benefit society, a mutual fire insurance association, cooperative association, state fair or exposition; provided, all of the directors and all of the shareholders sign a written statement manifesting their intention that the amendment of these Articles of Incorporation therein set forth be made, and the same written statement is filed in the office of the Secretary of State in accordance with applicable law.

ARTICLE XI

By shareholders' agreement or By-Laws, the corporation may restrict the transfer or encumbrance of any of its stock, including, but not limited to, provisions for the transfer of stock owned by a retiring, disabled or deceased shareholder, or any shareholder required to sever financial interests in this corporation. The corporation shall have the sole power to adopt, amend or repeal By-Laws for the management of this corporation.

ARTICLE XII

Any shareholder, upon the sale, by the corporation, for cash, of any new stock of this corporation, shall have the right to

purchase his pro rata share thereof, as nearly as may be done without issuance of fractional shares, at the price at which it is offered to others.

ARTICLE XIII

Fifty-one (51%) percent of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders. If a quorum is present, the affirmative vote of more than fifty (50%) percent of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XIV

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

ARTICLE XV

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

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 10 day of July, 1997.

Bruce D. Fagen, M.P. (SEAL)
Bruce D. Fagen, M.P.
Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY, that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, BRUCE D. FAGEN, M.D., to me personally known to be the individual described in and who executed the foregoing instrument or who has produced GA DL as identification and who did take an oath and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal at Palm Harbor, said County and State, this 10th day of July, 1997.

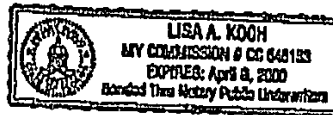
Lisa A. Koch

Notary Public

Print Name: Lisa A. Koch

My Commission Expires: 4-8-00

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JUL -14' 97(MON) 15:05

MACFARLANE PERGUSON

TEL:8134428470

P.010

Fax Audit No. H97000011382

**CERTIFICATE DESIGNATING PLACE OF RESIDENCE
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First -- That BRUCE D. FAGEN, M.D., P.A., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, in the City of Palm Harbor, County of Pinellas, State of Florida, has named J. PAUL RAYMOND located at 400 Cleveland Street, Suite 900, City of Clearwater, County of Pinellas, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for 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 Act relative to keeping open said office.



J. PAUL RAYMOND
Resident Agent

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97 JUL 14 PM 3:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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