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A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

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HARRY G. McCONNELL
Of Counsel

July 18, 1997

Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32314

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-07/21/97--01086--022
****122.50 ****122.50

Re: Coastal Ear, Nose and Throat, P.A.

Dear Sir or Madame:

Enclosed is the original and one copy of the proposed Articles of Incorporation for the referenced corporation, Registered Agent Designation, and our firm's check in the amount of \$122.50 to cover the following items:

1.	Filing Fees	\$ 70.00
2.	Certified Copy of the Articles of Incorporation	<u>52.50</u>
	TOTAL	\$122.50

Please return a certified copy of the Articles of Incorporation to the undersigned.

Should you have any questions regarding this matter, please call. Thank you for your cooperation.

DAVID MONACO GAVE
AUTHORIZATION BY PHONE TO
CORRECT CORP. ADDRESS
DATE 7-22-97
DOC. EXAM QNL
DAM:pjl

Sincerely yours,


David A. Monaco

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 JUL 21 PM 2:30

FILED

Enclosures
cc: Michael A. Munier, M.D.
Joseph P. Mirante, M.D.

97-22-97

ARTICLES OF INCORPORATION
OF
COASTAL EAR, NOSE AND THROAT, P.A.
A Florida Professional Service Corporation

FILED
97 JUL 21 PM 2:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 1

NAME OF CORPORATION

The name of this corporation is: COASTAL EAR, NOSE AND THROAT,
P.A.

ARTICLE 2

DURATION

The duration of this corporation is perpetual. The date and
time of commencement of the corporate existence is the time of
filing of the articles of incorporation by the Department of State
of the State of Florida.

ARTICLE 3

GENERAL PURPOSES

The general purposes for which this corporation is initially
organized are to engage in every phase and aspect of the practice
of medicine, rendering the same professional services to the
public that a doctor of medicine, duly licensed under Florida laws
is authorized to render, but such services will be rendered only
through the corporation's officers, employees, and agents who are
duly authorized under Florida laws to practice medicine. The
corporation may also engage in any or all lawful business for
which professional service corporations practicing medicine may
engage in under the Florida Professional Service Corporation Act.

ARTICLE 4

SHARES

The aggregate number of shares which the corporation shall have authority to issue is one hundred (100) shares of common voting stock having a par value of one dollar (\$1.00) per share. The capital stock of this corporation may be issued for real or personal property, services, or any other right or thing having a value in the judgment of the Board of Directors at least equivalent to the full par value of the stock to be so issued, and, when so issued, such stock shall be fully paid and nonassessable.

ARTICLE 5

REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 1050 West Granada Boulevard, Suite 3, Ormond Beach, Florida 32174. The name of the initial registered agent of the corporation at such address is Michael A. Munier, M.D. The principal address is the same as the registered office address.

ARTICLE 6

DIRECTORS

The number of directors constituting the initial board of directors is two (2), and the name and address of each person who is to serve as a member thereof are as follows:

Michael A. Munier, M.D.
45 Shadow Creek Way
Ormond Beach, Florida 32174

and

Joseph P. Mirante, M.D.
202 Riverside Drive
Ormond Beach, Florida 32176

The number of directors may be changed from time to time by the bylaws.

ARTICLE 7

INCORPORATORS

The names and addresses of the incorporators and subscribers to 100 shares of the common voting stock of this corporation are as follows:

Michael A. Munier, M.D.
45 Shadow Creek Way
Ormond Beach, Florida 32174

and

Joseph P. Mirante, M.D.
202 Riverside Drive
Ormond Beach, Florida 32176

ARTICLE 8

ACTION BY DIRECTORS

The Directors of this Corporation may take action by written consent, as provided by law, in lieu of a meeting, but any action so taken shall be by unanimous written consent of the Directors.

ARTICLE 9

**TRANSACTIONS IN WHICH OFFICERS OR
DIRECTORS ARE INTERESTED**

No contract or other transaction between the corporation and any other corporation, association, person or firm, in the absence of fraud, shall be affected, invalid, void or voidable because one or more directors or officers of the corporation is or are interested in such contract or transaction as a director or officer of the other corporation or association or otherwise interested in or individually or jointly a party to any contract or transaction of this corporation or in which this corporation is interested and no director or officer of this corporation shall incur any liability by reason of the fact that he is or may be interested in such contract or transaction. A director of the corporation may vote upon any such contract or other transaction of the corporation and may also vote upon any contract or other transaction between the corporation, and any subsidiary or firm without regard to the fact that he is also a director or officer of such subsidiary, controlled, affiliated or other corporation, association or firm, and the presence at any meeting of the Board

of Directors of any such director may be counted in order to determine the presence of a quorum.

ARTICLE 10

**DISQUALIFICATION OF SHAREHOLDERS, OFFICERS,
AGENTS AND EMPLOYEES**

If any officer, stockholder, agent or employee of this corporation who has been rendering professional medical services to the public becomes legally disqualified to render such services within the State of Florida or accepts employment which, pursuant to existing laws, places restrictions or limitations upon his or her continued rendering of such professional services, he or she shall forthwith sever all employment with, and financial interest in, this corporation.

ARTICLE 11

VOTING TRUSTS

No shareholder 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 the shareholder's shares.

ARTICLE 12

STOCKHOLDERS

Shares of this corporation's capital stock shall be issued only to individuals who are duly licensed to render services as a doctor of medicine under the laws of the State of Florida. No

shareholder of this corporation may sell or transfer his or her shares in this corporation except to another professional corporation, professional limited liability company, or individual, each of which must be eligible to be a shareholder of this corporation.

ARTICLE 13

AMENDMENT

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon stockholders hereunder are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator does hereby execute and acknowledge these articles this 17th day of July, 1997.



Michael A. Munier, M.D.
Incorporator



Joseph P. Mirante, M.D.
Incorporator

STATE OF FLORIDA
COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me this 17th
day of July, 1997, by **Michael A. Munier, M.D.**, who is
personally known to me ~~or who has produced a Florida driver's~~
~~license (license no. _____) as identification,~~ and who
did take an oath.

Parrel J. Lawton

Notary Public, State of Florida
at Large



Pamela J. Lawton
MY COMMISSION # CC500051 EXPIRES
January 1, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

STATE OF FLORIDA
COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me this 17th
day of July, 1997, by **Joseph P. Mirante, M.D.**, who is
personally known to me ~~or who has produced a Florida driver's~~
~~license (license no. _____) as identification,~~ and who
did take an oath.

Parrel J. Lawton

Notary Public, State of Florida
at Large



Pamela J. Lawton
MY COMMISSION # CC500051 EXPIRES
January 1, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

**CERTIFICATE DESIGNATING REGISTERED
AGENT AND STREET ADDRESS FOR
SERVICE OF PROCESS**

Pursuant to Section 48.901, Florida Statutes, **COASTAL EAR,
NOSE AND THROAT, P.A.**, hereby designates Michael A. Munier,
M.D., 1050 West Granada Boulevard, Suite 3, Ormond Beach, Florida
32174, as its registered agent and the street address of its
registered office, respectively, for service of process within the
State of Florida.

**COASTAL EAR, NOSE AND
THROAT, P.A.**

By:


Incorporator

ACCEPTANCE OF DESIGNATION

I hereby accept the foregoing designation as registered agent
of **COASTAL EAR, NOSE AND THROAT, P.A.**, for service of process
within the State of Florida.

By:


Michael A. Munier, M.D.

FILED
97 JUL 21 PM 2:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA