

P97000065311

**IRA WEINSTEIN**  
ATTORNEY AT LAW

HENDERSON CENTER  
3902 HENDERSON BOULEVARD  
SUITE 200  
TAMPA, FLORIDA 33629-5034  
(813) 254-4400  
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July 15, 1997

Secretary of State  
Corporate Records Bureau  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

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-07/28/97--01044--019  
\*\*\*\*122.50 \*\*\*\*122.50

Re: **CARDIOLOGY ASSOCIATES OF POLK COUNTY, P.A.**

Dear Sir:

In our previous letter of July 17, 1997 we inadvertently omitted our check. Enclosed please find the original and one copy of Articles of Incorporation, original Registered Agent Certificate, and our check in the amount of \$122.50 as follows:

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

Please file said corporation and forward a certified copy of the Articles of Incorporation to this office.

Sincerely,

  
IRA WEINSTEIN

IW/dcw  
Enclosures

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 JUL 28 AM 10:49

RP  
7.29.97



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

July 23, 1997

IRA WEINSTEIN, ESQ.  
HENDERSON CENTER  
3902 HENDERSON BLVD., STE. 200  
TAMPA, FL 33629-5034

SUBJECT: CARDIOLOGY ASSOCIATES OF POLK COUNTY, P.A.  
Ref. Number: W97000016909

We have received your document for CARDIOLOGY ASSOCIATES OF POLK COUNTY, P.A., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$122.50.

The corporate fees are as follows:

**CORPORATIONS FILING FEES**

Profit and NonProfit  
Florida & Foreign Corp.

|                                 |          |
|---------------------------------|----------|
| Filing Fees                     | \$35.    |
| Registered Agent<br>Designation | \$35.    |
| Certified Copy                  | \$52.50  |
| Total Fee Due                   | \$122.50 |

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6924.

Sharon Tala  
Document Specialist Supervisor

Letter Number: 697A00037228

**ARTICLES OF INCORPORATION**

**OF**

**CARDIOLOGY ASSOCIATES OF POLK COUNTY, P.A.**

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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I, the undersigned incorporator, a medical doctor, hereby associate myself and make, subscribe, acknowledge and file with the Secretary of the State of Florida these Articles of Incorporation for the purpose of forming a professional corporation in accordance with the Florida Professional Service Corporation and Limited Liability Company Act, and adopt the following Articles of Incorporation for the corporation.

**ARTICLE I**

The name of the corporation shall be:

**CARDIOLOGY ASSOCIATES OF POLK COUNTY, P.A.**

**ARTICLE II**

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

- a. To engage in the practice of medicine as a professional corporation and to own and operate a medical clinic for the purposes of providing medical care and treatment.
- b. To promote medical, surgical, and scientific research and knowledge; to furnish related laboratory and clinical services; and to own real and personal property, enter into contracts, and engage in any lawful business necessary for the rendering of the professional medical services.
- c. To do everything necessary, proper, or convenient to accomplish any of the purposes set forth in these articles, and to do every other act incidental to the corporate purposes which is not forbidden by Florida laws or by the provisions of these articles of incorporation.

The purposes of this corporation shall be carried out only through officers, employees, and agents, each of whom is licensed or otherwise legally qualified to render professional medical services in the State of Florida.

### **ARTICLE III**

This corporation shall have perpetual existence unless sooner dissolved by law.

### **ARTICLE IV**

The corporation shall be capitalized as follows: The total number of shares of common capital stock authorized shall be 1,000 shares of common stock having a par value of \$100 per share.

All or any part of said capital stock may be paid for in cash, in property (excepting stock and securities in labor or services or any combination thereof) at a fair valuation to be fixed by the incorporators at a meeting called for such purpose. All stock when issued and fully paid shall be non-assessable. These shares shall be designated "common shares". The Board of Directors is authorized to issue "Section 1244 Stock" as defined in Section 1244 of the Internal Revenue Code.

### **ARTICLE V**

This corporation shall have one Director initially. The number of Directors may be increased or diminished from time to time by the By-Laws adopted by the stockholders, but shall never be less than one (1). The names and addresses of the members of the first Board of Directors are:

Uzi Talit, M.D., F.A.C.C.  
1305 Lakeland Hills Blvd., Suite 104  
Lakeland, FL 33805

The corporation shall indemnify any and all persons who may serve or who have served at any time as Directors or Officers, or who at the request of the Board of Directors of the corporation may serve or at any time have served as Directors or Officers of another corporation in which the

corporation at such time owned or may own shares of stock or of which it was or may be a creditor, and their respective heirs, administrators, successors, and assigns, against any and all expenses, including amounts paid upon judgments, fines, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such person in connection with the defense or settlement of any claim, action, suit, or proceeding in which they, or any of them, are made parties, or a party, or which may be asserted against them or any of them, by reason of being or having been Directors or Officers or a Director or Officer of the corporation, or of such other corporation, except in relation to matters as to which any such Director or Officer or former Director or Officer or person shall be adjudged in any action, suit, or proceeding to be liable for his own negligence or misconduct in the performance of his duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, By-Laws, agreement, vote of stockholders, or otherwise.

#### **ARTICLE VI**

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

Uzi Talit, M.D., F.A.C.C.  
1305 Lakeland Hills Blvd., Suite 104  
Lakeland, FL 33805

#### **ARTICLE VII**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, 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 VIII

The street address of the initial principal office of this corporation in the state of Florida is:

1305 Lake Hills Blvd., Suite 104, Lakeland, FL 33805

The name and address of the registered agent of this corporation are:

Uzi Talit, M.D., F.A.C.C.  
1305 Lakeland Hills Blvd., Suite 104  
Lakeland, FL 33805

### ARTICLE IX

From time to time any of the provisions of these Articles of Incorporation may be amended, altered or repealed, and other provisions authorized by the laws of the State of Florida at the time in force may be added or inserted in the manner and at the time prescribed by said laws, and all rights at any time conferred upon the shareholders of the corporation by these Articles of Incorporation are granted subject to the provisions of this Article IX.

### ARTICLE X

The power to adopt, alter, amend or repeal By-Laws shall be vested in the shareholders.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, this 17 day of July, 1997.

  
\_\_\_\_\_  
UZI TALIT, M.D., F.A.C.C., Incorporator

STATE OF FLORIDA :  
COUNTY OF HILLSBOROUGH :

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared Uzi Talit, M.D., F.A.C.C. to me well known to be the person described as the incorporator, who provided

.. FLORIDA DR LISC. as identification, and who executed the foregoing Articles of Incorporation and he acknowledged before me that he subscribed to those Articles of Incorporation.

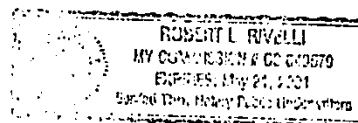
WITNESS my hand and official seal in the County and State named above this 17 day of July, 1997.

Robert L. Rivelli  
NOTARY PUBLIC, STATE OF FLORIDA

Name typed or printed

Commission No.:

Commission Expires:



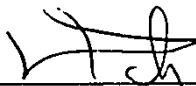
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR SERVICE OF PROCESS WITHIN THE STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

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

First-That CARDIOLOGY ASSOCIATES OF POLK COUNTY, P.A., a corporation desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, at City of Lakeland, County of Polk, State of Florida has named Uzi Talit, M.D., F.A.C.C., 1305 Lakeland Hills Blvd., Suite 104, Lakeland, FL 33805, 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 place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

  
\_\_\_\_\_  
**UZI TALIT, M.D., F.A.C.C.**  
Registered Agent

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