

P97000/00453

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-11/24/97--01102--020
***122.50 ***122.50

SUBJECT: Thomas F. Heaert, M.D., Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Narvaez Heaert, P.A.
Name (Printed or typed)

518 Lakehaven Circle
Address

Orlando, FL 32828
City, State & Zip

(407) 382-6658
Daytime Telephone number

FILED
97 NOV 24 AM 9:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

97-11-26-97

**ARTICLES OF INCORPORATION OF
THOMAS F. HEGERT, M.D., INC.**

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such a corporation:

**ARTICLE I
Name of the Corporation**

The name of the corporation shall be Thomas F. Hegert, M.D., Inc.

**ARTICLE II
Duration**

The corporation shall have perpetual existence.

**ARTICLE III
Purpose**

The purpose of the corporation is to engage in any activities of business permitted under the laws of the United States and of Florida.

**ARTICLE IV
Capital Stock**

The corporation is authorized to issue 1, 000 shares of common stock, at a par value of ONE (\$1.00) DOLLAR PER SHARE. The corporation is authorized to issue only one type of stock.

**ARTICLE V
Initial Registered Office and Agent**

The name and address of the initial registered agent and office of the corporation is Thomas F Hegert, whose mailing address is 1414 S. Orange Avenue, ORHS Pathology, Orlando, FL 32806.

**ARTICLE VI
Initial Board of Directors**

The corporation shall have ONE (1) director initially. The number of directors may be increased or decreased from time to time by amendment of the bylaws in the manner provided by law, but shall never be less than ONE (1). The name and address of the person who is to serve as the initial director is Thomas F. Hegert, whose address is 1414 S. Orange Avenue, ORHS Pathology, Orlando, FL 32806.

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**ARTICLE VII
Incorporator**

The name and address of the incorporator is Thomas F. Hegert who resides at 4936 Easter Circle, Orlando, FL 32808

**ARTICLE VIII
Bylaw Amendment**

The power to adopt, alter, amend, or repeal the bylaws of this corporation shall be vested in the Board of Directors.

**ARTICLE IX
Indemnification**

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

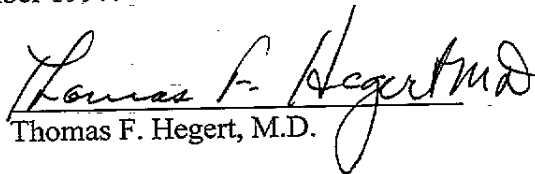
**ARTICLE X
Informal Action of Directors**

If all of the directors severally or collectively consent in writing to any action take or to be taken by the corporation, and the writing evidencing their consent is filed with the secretary of the corporation, the action shall be valid as through it had been authorized at a meeting of the board of Directors.

**ARTICLE XI
Amendment of Articles**

This corporation reserves the right to adopt, alter, amend, or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in accordance with Florida Law.

Whereas, the undersigned, as incorporator, has executed these Articles of Incorporation on this, the 1st day of November 1997.


Thomas F. Hegert, M.D.

11-1-97
Date

Certificate of Designation of Registered Agent/Registered Office

PURSUANT TO THE PROVISION OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation, is: Thomas F. Hegert, M.D., Inc.
2. _____
3. 2. The name and address of the registered agent and office is:

Thomas F. Hegert, M.D.
1414 S. Orange Avenue
ORHS Pathology
Orlando, FL 32806

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Thomas F. Hegert M.D.
(Signature)

11-1-97
(Date)

Before me, the undersigned authority, personally appeared, to me known as the person who executed the foregoing Articles of Incorporation, and acknowledged to and before me that he executed such instrument.

Wherefore, I have hereunto set my hand and seal this 1st day of November 19 97.



Sonia Narvaez-Hegert
My Commission CC642603
Expires April 28, 2001

Notary Public

My Commission Expires: 4/28/2001

Sonia Narvaez-Hegert

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TALLAHASSEE, FLORIDA