

P97000102749



ACCOUNT NO. : 072100000032

REFERENCE : 623933 81386A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : December 5, 1997

ORDER TIME : 11:26 AM

ORDER NO. : 623933-005

CUSTOMER NO: 81386A

CUSTOMER: Robert E. Aylward, Esq  
ROBERT E. AYLWARD, ESQ

Suite 2425  
100 North Tampa Street  
Tampa, FL 33602

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-12/05/97--01049--005  
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FILED  
97 DEC -5 PM 3:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: KARAMALI BANDEALY, M.D., P.A.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

RECEIVED  
97 DEC -5 PM 12:29  
DIVISION OF CORPORATION

me 12/5/97

ARTICLES OF INCORPORATION  
OF  
KARAMALI BANDEALY, M.D., P.A.

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FILED  
97 DEC -5 PM 3:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned hereby organizes a corporation for profit under the provisions of the Florida Professional Service Corporation and Limited Liability Company Act (the "Act"), and pursuant to the following Articles of Incorporation.

ARTICLE 1  
Name

The name of the corporation is:

KARAMALI BANDEALY, M.D., P.A.

ARTICLE 2  
Purposes

The general nature of the business to be transacted by the corporation shall be to engage in every aspect of the practice of medicine. The professional service involved in the corporation's practice of medicine may be rendered only through its officers, agents, and employees who are duly authorized and licensed to practice medicine in the State of Florida. The corporation shall not engage in any business other than the practice of medicine. However, the corporation may invest its funds in real estate, mortgages, stocks, bonds, and other types of investments and may own real and personal property necessary for the rendering of the professional services authorized hereby.

ARTICLE 3  
Shares

This corporation is authorized to issue 1 million shares of voting common stock, par value \$.01 per share.

ARTICLE 4  
Existence

The corporation shall have perpetual existence. The date and time of the commencement of corporate existence shall be upon filing these Articles of Incorporation.

**ARTICLE 5**  
**Principal Office**

The principal office and mailing address of this corporation is: 303 East Par Street, Orlando, Florida 32804.

**ARTICLE 6**  
**Initial Registered Office and Agent**

The street address of the initial registered office of this corporation is: 100 N. Tampa Street, Suite 2425, Tampa, Florida 33602; and the name of the initial registered agent of this corporation is: ROBERT E. AYLWARD

**ARTICLE 7**  
**Incorporator**

The name and address of the person signing these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
Robert E. Aylward	100 N. Tampa Street Suite 2425 Tampa, Florida 33602

**ARTICLE 8**  
**Stockholders**

The stock of this corporation may be issued, owned, and registered only in the name or names of an individual or individuals who are duly authorized and licensed to practice medicine in the State of Florida, and who are employees, officers, or agents of this corporation. If a stockholder (a) becomes disqualified to practice medicine in this State; or (b) accepts employment that, pursuant to law, places restrictions or limitations upon his continued rendering of medical services; or (c) sells, transfers, hypothecates, or pledges, or attempts to sell, transfer, hypothecate, or pledge any shares of stock in this corporation to any person ineligible by law or by virtue of these Articles to be a shareholder in this corporation, or if such sale, transfer, hypothecation, or pledge is made in a manner prohibited by law, or in a manner inconsistent with the provisions of these Articles or by the Bylaws of this corporation; or (d) suffers an execution to be levied upon his stock, or such stock is subjected to sale or other process, the effect of which is to vest any legal or equitable interest in such stock in some person other than the stockholder; then the stock of such stockholder shall immediately stand forfeited and such stock shall be immediately cancelled by

this corporation and the stockholder or other person in possession of such stock shall be entitled only to receive payments for the value of such stock. The stockholder whose stock so becomes forfeited and is cancelled by the corporation shall forthwith cease to be a stockholder, and except to receive payment for his stock in accordance with the foregoing, and payment of any other sums then lawfully due and owing to said stockholder by the corporation, such stockholder shall then and thereafter have no further financial interest of any kind in the corporation.

**ARTICLE 9**  
**Transfer Restrictions**

No stockholder of this corporation may sell or transfer any of his shares of stock in this corporation except to another individual who is then duly authorized and licensed to practice medicine in the State of Florida. The corporation's Board of Directors is specifically authorized from time to time to adopt Bylaws, not inconsistent herewith, restraining the alienation of shares of stock of this corporation and providing for the purchase or redemption by the corporation of its shares of stock.

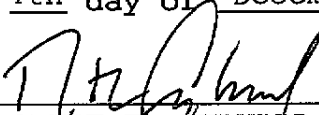
**ARTICLE 10**  
**Amendment**

The stockholders reserve the right to amend, alter, change, or repeal any provision contained herein in the manner now or hereafter prescribed by law, and all rights conferred on directors and officers herein are granted subject to this reservation.

**ARTICLE 11**  
**Indemnification**

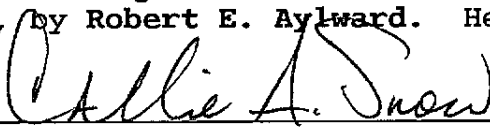
This corporation may enter into indemnification agreements and adopt bylaw provisions for the indemnification of any director, officer, employee, or agent of the corporation, or may provide, at the corporation's election, for indemnification of any director, officer, employee, or agent of the corporation without agreement or bylaw provisions to the full extent permitted by law. The corporation, however, shall not be subject to court ordered indemnification pursuant to section 607.0950(9), Florida Statutes.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation the 4th day of December, 1997.

  
\_\_\_\_\_  
ROBERT E. AYLWARD

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged and sworn to before me this 4th day of December, 1997, by Robert E. Aylward. He is personally known to me.

  
\_\_\_\_\_  
NOTARY PUBLIC

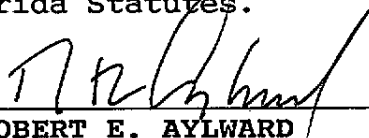
My Commission Expires:



KARAMALI BANDEALY, M.D., P.A.

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, Robert E. Aylward, having been named as registered agent to accept service of process for the above named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

  
\_\_\_\_\_  
ROBERT E. AYLWARD

PSA/BANDART

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97 DEC -5 PM 3:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA