

**P98000000904**  
Law Office of  
**JAMES M. NICHOLAS, P.A.**

**JAMES M. NICHOLAS**  
Board Certified Civil Trial Lawyer  
Board Certified in Business Litigation  
Certified State & Federal Mediator  
Admitted in FL, PA & IL

1815 South Patrick Drive  
Indian Harbour Beach, FL 32937  
(407) 773-2888  
FAX: (407) 773-0444

**AARON D. LYONS**  
Admitted in FL & PA

December 29, 1997

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-01/02/98--01023--008  
\*\*\*\*122.50 \*\*\*\*122.50

**DIVISION OF CORPORATIONS**  
Post Office Box 6327  
Tallahassee, Florida 32314

**RE: ARTICLES OF INCORPORATION**

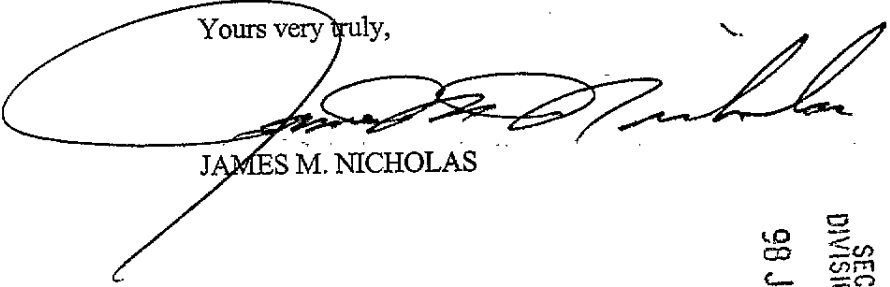
Gentlemen:

Enclosed please find for filing the Articles of Incorporation, pursuant to Florida Statute, Chapter 607, accompanied with the Designation of Registered Agent, on behalf of Michael Alan Shapiro, MD, PA.

I have also enclosed herein my firm's check in the amount of \$122.50 to cover the required filing fees. Would you please furnish me with a Certificate of Incorporation for my records.

Thank you for your assistance in this matter. In the meantime, should you have any questions, please feel free to call me.

Yours very truly,

  
**JAMES M. NICHOLAS**

JMN/mln  
Enclosure

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JAN -2 AM 10:55

**ARTICLES OF INCORPORATION OF  
MICHAEL ALAN SHAPIRO, MD, P.A.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JAN -2 AM 10:55

The undersigned, acting as Incorporator pursuant to Chapter 607 of the Florida Statutes, adopts the following Articles of Incorporation.

**ARTICLE I NAME**

The name of this corporation is MICHAEL ALAN SHAPIRO, MD, P.A.

**ARTICLE II DURATION**

The period of its duration is perpetual, beginning from the date these Articles are filed with the Department of State.

**ARTICLE III NATURE**

The general nature of the business to be transacted by this Professional Service Corporation is to engage in the practice of emergency medicine and to furnish other medical services for individuals and the community at large as permitted under the laws of the United States and the State of Florida, and to effectuate such purposes, it may act in any capacity including as an agent or attorney-in-fact for any person or entity.

Pursuant to the Professional Service Corporation Act section 621.01 et. seq. the undersigned, as the incorporator and sole officer, shall render professional emergency medical services as a duly licensed physician. The corporation shall not engage in any other business.

**ARTICLE IV CAPITAL STOCK**

This corporation is authorized to issue 100 shares of common stock, all of one class, at a par value of \$5.00.

**ARTICLE V PREEMPTIVE RIGHTS**

A. Each of the shareholders agrees not to sell, transfer, pledge, assign or otherwise in any way dispose of his shares unless and until he shall have offered to sell his shares to the other shareholders at a fair and reasonable price.

B. All additional shares of common stock issued by the corporation shall be subject to the same restrictions regarding transferability as the initial stock.

C. The holders of common shares shall be entitled to purchase newly issued stock proportionate to their respective holdings prior to the stock being offered to outside subscribers.

**ARTICLE VI INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial principal office of this corporation is 405 Orlando Boulevard, Indialantic, Florida 32903, and the name and address of the initial registered agent of this corporation is MICHAEL ALAN SHAPIRO, MD, 405 Orlando Boulevard, Indialantic, Florida 32903.

**ARTICLE VII INITIAL BOARD OF DIRECTORS**

This corporation shall have directors initially. The number of directors may either be increased or diminished from time to time by the by-laws but shall never be less than one (1) and shall always be an odd number. The name and address of the initial director of this corporation is;

Michael Alan Shapiro, MD  
405 Orlando Blvd.  
Indialantic, Florida 32903

**ARTICLE VIII INCORPORATORS**

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

Michael Alan Shapiro, MD  
405 Orlando Blvd.  
Indialantic, Florida 32903

**ARTICLE IX BY-LAWS**

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

DATED: 12/17/97  
Michael A. Shapiro  
MICHAEL ALAN SHAPIRO, MD

STATE OF NEW YORK  
COUNTY OF CHAUTAUK

I HEREBY CERTIFY, that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared MICHAEL ALAN SHAPIRO, MD, to me known to be described as Subscriber in and whom executed the foregoing Articles of Incorporation.

WITNESS my hand and official seal in the State and County last aforesaid, this 17th day of DEC, 1997.

Nancy B. Cooper  
NOTARY PUBLIC  
State of N.Y. at Large  
My Commission expires:

NANCY B. COOPER  
Notary Public, State of New York  
No. 1553068 Reg in Chautauque County  
My Commission Expires August 28, 99

I **HEREBY ACCEPT** the designation, duties and responsibilities as REGISTERED AGENT of MICHAEL ALAN SHAPIRO, MD, P.A., and agree to comply with the provisions of Florida Statutes.


  
MICHAEL ALAN SHAPIRO, MD

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JAN -2 AM 10:55

STATE OF NEW YORK  
COUNTY OF CHAUTAUQUE

I **HEREBY CERTIFY** that on this day, before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgments, personally appeared MICHAEL ALAN SHAPIRO, MD, to me known to be described as REGISTERED AGENT for MICHAEL ALAN SHAPIRO, MD, P.A., and who executed the foregoing designation as REGISTERED AGENT, and acknowledged before me that he subscribed to such designation as REGISTERED AGENT.

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

  
NOTARY PUBLIC  
State of NY at Large

My commission expires:

NANCY B. COOPER  
Notary Public, State of New York  
No. 4955068 Reg in Chautauqua County  
My Commission Expires August 28, 99