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February 27, 1998

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

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-03/02/98--01042--001  
\*\*\*\*122.50 \*\*\*\*122.50

RE: ALFRED R. FRANKEL, M.D., P.A.

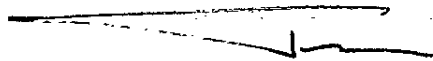
Gentlemen:

I am enclosing two original Articles of Incorporation for filing, as well as a check in the amount of \$122.50, for the following:

Profit Corporation filing fee	\$35.00
Registered Agent designation	35.00
Certified copy	<u>52.50</u>
<b>TOTAL</b>	<b>\$122.50</b>

Please return the certified copy of the Articles to my office. In the event of any questions or problems, please call.

Very truly yours,



THOMAS W. RUGGLES

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TALLAHASSEE, FLORIDA

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Enclosures



**ARTICLES OF INCORPORATION**

**OF**

**ALFRED R. FRANKEL, M.D., P.A.**

The undersigned subscriber to these Articles of Incorporation, being duly licensed to practice medicine under the laws of the State of Florida, adopts these articles to form a corporation under the Professional Service Corporation Act, F.S. Chapter 621, and other laws of the State of Florida.

**ARTICLE I**

**Name**

The name of the professional service corporation shall be:

**ALFRED R. FRANKEL, M.D., P.A.**

**ARTICLE II**

**Nature of Business**

The professional service corporation is formed to engage in every phase and aspect of the practice of medicine. In addition, the corporation may invest the funds of the professional service corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and own real and personal property necessary for the rendering of professional services. The general nature of the business to be transacted by this corporation is to render medical services and any other activities or business permitted under the laws of the United States and the State of Florida.

**ARTICLE III**

**Capital Stock**

The maximum number of shares the corporation is authorized to have outstanding at any one time is: 100 shares of Five Dollar (\$5.00) par value all of which shall have the same rights and privileges. None of

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TALLAHASSEE, FLORIDA

the shares of the professional service corporation may be issued to anyone other than an individual duly licensed to practice medicine in the State of Florida.

**ARTICLE IV**

**Initial Capital**

The amount of capital with which this corporation will begin business is not less than Five Hundred (\$500.00) Dollars.

**ARTICLE V**

**Term of Existence**

This corporation is to exist perpetually.

**ARTICLE VI**

**Principal Place of Business**

The initial street address of the principal office of this corporation is: 1014 Boca Ciega Isle Drive St. Pete Beach, Florida 33706. The corporation may from time to time move the principal office to any other address in Florida, and may establish branch offices at such other places within or without the State of Florida as may be determined and deemed expedient.

**ARTICLE VII**

**Directors**

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial director of this corporation is:

**ALFRED R. FRANKEL, M.D.**  
1014 Boca Ciega Isle Drive  
St. Pete Beach, FL 33706

**ARTICLE VIII**

**Subscriber**

The name and the address of the subscriber of these Articles of Incorporation is:

**ALFRED R. FRANKEL, M.D.**  
1014 Boca Ciega Isle Drive  
St. Pete Beach, FL 33706

**ARTICLE IX**

**Designation of Registered Agent**

The initial designation of the Registered Office of this corporation shall be 1014 Boca Ciega Isle Drive, St. Pete Beach, Florida 33706, and the Registered Agent shall be **ALFRED R. FRANKEL, M.D.**, to accept service of process within this State until changed according to law.

**ARTICLE X**

**Amendment**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the shareholders by a majority of the stock entitled to vote thereon.

**ARTICLE XI**

**Commencement of Corporate Existence**

The date that corporate existence shall begin shall be the date of the filing of these Articles of Incorporation with the State of Florida.

**ARTICLE XII**

**Restraint on Alienation of Shares**

The shareholders of the professional service corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of the shareholders of the professional service corporation,

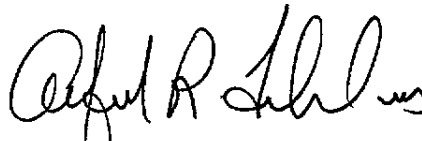
any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the professional service corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details of the disposition, shall be determined by the shareholders of the professional service corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of the professional service corporation may sell or transfer stock in the corporation except to another individual who is eligible to be a shareholder of the professional service corporation, and the sale or transfer may be made only after it has been approved at a shareholder meeting especially called for that purpose. If any shareholder becomes legally disqualified to practice medicine in the State of Florida, is elected to public office, or accepts employment that places restrictions or limitations on the continuous rendering of such professional services, that shareholder's shares of stock shall immediately become subject to purchase by the professional service corporation in accordance with the bylaws adopted by the shareholders.

**ARTICLE XIV**

**Indemnification**

The corporation may be empowered to indemnify any officer or director or any former officer or director, in the manner set out and provided for in the bylaws of this corporation and to the full extent permitted by law.

IN WITNESS WHEREOF, the incorporator above named, has hereunto set his hand and seal this \_\_\_\_\_ day of February, 1998.



\_\_\_\_\_  
ALFRED R. FRANKEL, M.D.

Feb 23, 1998

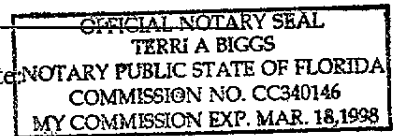
Articles of Incorporation  
of Alfred R. Frankel, M.D., P.A.

STATE OF FLORIDA }  
COUNTY OF PINELLAS }

The foregoing document was acknowledged before me on the 23rd day of February, 1998, by **ALFRED R. FRANKEL, M.D.**, who:  is personally known to me, or  is not personally known to me, who produced Driver License as identification.

NOTARY PUBLIC

Terri A. Biggs  
State of Florida at Large  
Commission Number & Expiration Date



ACCEPTANCE OF REGISTERED AGENT

**ALFRED R. FRANKEL, M.D.**, does hereby accept the designation of Registered Agent and states that he is familiar with, and accepts, the obligations provided for pursuant to Florida Statutes.

DATED this 23 day of February, 1998.

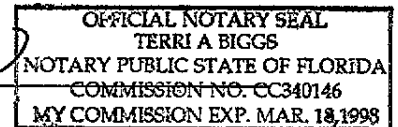
Alfred R. Frankel  
ALFRED R. FRANKEL, M.D.

STATE OF FLORIDA }  
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