80000 36623 CC FILING & SEARCH SERVICES, INC. 26 East Park Avenue HOLD

Date:

UCC FILING & SEARCH SERVICES, INC. 526 East Park Avenue
Tailahassee, FL 32301 (850) 681-6528

FOR PICKUP BY **UCC SERVICES**

700024957575 -04/22/9801066009 ****122.50 ****122.50 R(S) (if known): ., arc Associates PA
Certified Copy
Certificate of Status
Certificate of Good Standing
Certificate of Status 88 Certificate of Good Standing 77 ARTICLES ONLY PARTICLES ONLY PARTICLE
Certificate of FIGHTIOUS NAME
CORP SEARCE STATE ORDER

ALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

Carmelita Lim, M.D., and Associates, P.A.

<u>FIRST</u>: The undersigned, Leslie Hand, whose address is 526 East Park Avenue, Tallahassee, Florida 32301 does hereby adopt the following Articles of Incorporation for the purpose of forming a professional corporation (hereinafter called the "corporation") in the State of Florida, under the Professional Service Corporation and Limited Liability Company Act, Chapter 621, and the General Laws of the State of Florida.

SECOND: The name of the corporation is Carmelita Lim, M.D., and Associates, P.A.

THIRD: The purposes for which the corporation is formed are to engage in every phase and aspect of the business of rendering the same professional services to the public that a medical doctor, under the laws of the State of Florida, is authorized to render, and to engage in any other acts that are permitted by law.

FOURTH: The post office address of the principal office of the corporation in Florida is 5909 U.S. Highway 27 North, Sebring, Florida 33870, and the mailing address is the same.

<u>FIFTH</u>: The name and the post office address of the resident agent of the corporation in Florida are: UCC Filing & Search Services, Inc., 526 East Park Avenue, Tallahassee, Florida 32301.

SIXTH: The corporation has authority to issue 10,000 shares of stock, all of which are of a par value of one dollar each and classified as Common Stock.

SEVENTH: Shareholders shall be entitled as a matter of right to a preemptive right, for a period of thirty days, to subscribe for, purchase or receive any shares of the corporation which it may issue or sell, whether out of the number of shares authorized by these Articles of Incorporation or by amendment thereof, or out of the shares of the corporation acquired by it after the issuance thereof, any shareholder shall be entitled as a matter of right to purchase or subscribe for or receive any bonds, debentures, or other obligations which the corporation may issue or sell that shall be convertible into or exchangeable for shares, or to which shall be attached or shall appertain to any warrant or warrants or other instrument or instruments that shall confer upon the holder or owner of such obligation the right to subscribe for or purchase from the corporation any shares of any class or classes; and after the expiration of said thirty days, any and all of such shares, rights, bonds, debentures or other obligations which the corporation may have issued, transferred, or

granted by the Board of Directors, as the case may be, to such persons, firms, corporations, and associations, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine.

<u>EIGHTH</u>: The initial number of directors of the corporation shall be two which number may be increased or decreased pursuant to the bylaws of the corporation; and the names of the directors who shall act until the first annual meeting or until their successors are elected and qualify are:

Carmelita B. Lim, M.D. 5909 U.S. Highway 27 North, Sebring, Florida 33870 Abraham Lim, M.D. 5909 U.S. Highway 27 North, Sebring, Florida 33870

<u>NINTH</u>: The personal liability of all of the directors of the corporation is hereby eliminated to the fullest extent allowed as provided by the Florida Corporation Law as the same may be supplemented and amended.

TENTH: The corporation shall, to the fullest extent legally permissible under the provisions of the Florida General Corporation Law, as the same may be amended and supplemented, indemnify and hold harmless any and all persons whom it shall have power to indemnify under said provisions from and against any and all liabilities (including expenses) imposed upon or reasonably incurred by him in connection with any action, suit or other proceeding in which he may be involved or with which he may be threatened, or other matters referred to in or covered by said provisions both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer of the corporation. Such indemnification provided shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, Agreement or Resolution adopted by the shareholders entitled to vote thereon after notice.

ELEVENTH: The duration of the corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and acknowledge the same to be my act.

Dated this 21st day of April, 1998.

Leslie Hand, Incorporator

Leslie J. Stand

ACCEPTANCE OF REGISTERED AGENT DESIGNATED

IN ARTICLES OF INCORPORATION

Carmelita Lim, M.D., and Associates, P.A.

UCC Filing & Search Services, Inc., a Florida corporation authorized to transact business in this state, having a business office identical with the registered office of the corporation named above and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligaations of the position of Registered Agent under Florida Statutes.

UCC Filing & Search Services, Inc.

t Agent, Betty B. Young

98 APR 22 PM 2: 43
SECRETARY UP STATE