

P98000037917

4115 Tacon Street  
Tampa, FL 33629  
April 13, 1998

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 APR 24 PM 3:22

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

RE: Articles of Incorporation of Brent J. Whitley, M.D., P.A.

8000002500138-1  
-04/24/98--01100--011  
\*\*\*\*122.50 \*\*\*\*122.50

Gentlemen:

Enclosed herewith is an original and a copy of The Articles of Incorporation for the above-named corporation and a check in the sum of \$122.50 which represents the following fees:

Filing fee	\$ 35.00
Certified copy	\$ 35.00
Registered Agent fee	\$ <u>52.50</u>
Total	\$122.50

Please file the original of the enclosed Articles of Incorporation and return a certified copy to me c/o Morgan Colling & Gilbert, 101 East Kennedy Boulevard, Tampa, FL 33602. Thank you.

Very truly yours,

*Scott M. Whitley*

Scott M. Whitley  
a7w

4-27  
WS

## Articles of Incorporation

The undersigned natural person, competent and licensed to practice medicine in the State of Florida, acting hereby as Incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of Section 607, Florida Business Corporation Act, and Section 621, Florida Professional Service Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

### I

#### *Name of Corporation, Principal Office and Mailing Address*

The name of this corporation (the "Corporation") shall be Brent J. Whitley, M.D., P.A.

The principal office of the Corporation shall be 824 S.W. 12<sup>th</sup> Avenue, Fort Lauderdale, Florida 33312.

The mailing address of the Corporation shall be 824 S.W. 12<sup>th</sup> Avenue, Fort Lauderdale, Florida.

### II

#### *Purposes*

The general nature and purposes of business to be transacted, promoted and carried on by the Corporation are as follows:

1. To engage in every aspect of the practice of medicine, and all its fields of specializations, as are engaged in by medical doctors (the "Medical Services").
2. To engage and render Medical Services only through its offers, agents and employees who shall be Medical Doctors in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as the Corporation.
3. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.
4. To engage in no other business other than the rendition of Medical Services.
5. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 APR 24 PM 3:22

### **III**

#### *Capital Stock*

1. The maximum number of shares of stock that the Corporation is authorized to have outstanding at any time shall be 2500 shares of common stock at no par value.
2. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.
3. Shares of the Corporation's stock and certificates shall be issued only to Medical Doctors in good standing and duly licensed or otherwise legally authorized within the State of Florida to render Medical Services.

### **IV**

#### *Duration*

The Corporation shall have perpetual existence.

### **V**

#### *Registered Agent*

The address of the Corporation's initial registered office is 824 S.W. 12<sup>th</sup> Avenue, Fort Lauderdale, Florida 33312 and the name of its initial registered agent at said address is Brent J. Whitley.

### **VI**

#### *Incorporator*

The name and address of the Incorporator is as follows: Brent J. Whitley, 824 S.W. 12<sup>th</sup> Avenue, Fort Lauderdale, Florida 33312.

### **VII**

#### *Board of Directors*

The Corporation shall have a Board of Directors consisting of one person. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders but shall never be less than one. The names and addresses of the initial Director of this Corporation is: Brent J. Whitley, 824 S.W. 12<sup>th</sup> Avenue, Fort Lauderdale, Florida 33312.

## VIII

### *Informal Shareholder Action*

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the Corporation as part of the corporate records.

## IX

### *Severance and Termination of Employment*

If any officer, director, stockholder, agent or employee of the Corporation becomes legally disqualified to render Medical Services or accepts employment that places restrictions or limitations on his continued rendering of Medical Services, he shall forthwith sever all employment with the Corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the Corporation on account of Medical Services. The Corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him by the Corporation, except that such shares shall not be entitled to dividends.

## X

### *Informal Director Action*

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the Corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

## XI

### *Indemnification*

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

**XII**

*Bylaw Amendment*

The power to adopt, alter, amend or repeal the bylaws of the Corporation shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of Florida governing a Professional Service Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in the State of Florida, this 13<sup>th</sup> day of April 1998.

x *Brent J. Whitley*  
Sole Incorporator (Brent J. Whitley)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 APR 24 PM 3:22

**ACCEPTANCE OF REGISTERED AGENT**

Having been named as the Registered Agent of the Corporation at its Registered Office, I hereby agree to act in this capacity and agree to comply with the provision of all statutes relative to the proper and complete performance of my duties. I am familiar with and accept the obligations of the position of Registered Agent.

Dated: April 13, 1998

x *Brent J. Whitley*  
Registered Agent - Brent J. Whitley

STATE OF FLORIDA  
COUNTY OF BROWARD

These Articles of Incorporation are acknowledged before me this 21 day of April, 1998 by Brent J. Whitley, who is personally known to me or who has produced a Florida Drivers License No. \_\_\_\_\_ as identification.

*Pamela Lee Harman*  
Signature of Notary

(SEAL)

Pamela Lee Harman  
Printed Name

CC 421547 11-17-98  
Commission # and Expiration Date

NOTARY PUBLIC  
STATE OF FLORIDA  
PAMELA LEE HARMAN  
COMMISSION # CC 421547  
EXPIRES NOV 17, 1998  
BONDED THRU  
ATLANTIC BONDING CO., INC.