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EFFECTIVE DATE

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FAX #: (904)798-2697

NAME: WEINSTEIN & SHROFF, P.A.

AUDIT NUMBER.....H98000009894

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....0

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ARTICLES OF INCORPORATION**OF****WEINSTEIN & SHROFF, P.A.****EFFECTIVE DATE**
5-27-98

The undersigned, for the purpose of forming a professional corporation for profit under the laws of Florida, adopts the following Articles of Incorporation.

ARTICLE I
NAME AND ADDRESS

Section 1.1. Name and Address. The name of this professional corporation is Weinstein & Shroff, P.A., and its address is 2563 Oak Street, Jacksonville, Florida 32204.

ARTICLE II
DURATION

Section 2.1. Duration. This professional corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE III
PURPOSE

Section 3.1. Purposes. This professional corporation is organized for the sole and specific purpose of engaging in every phase and aspect of the business of rendering the same professional services to the public that a doctor of medicine, duly licensed under the laws of the State of Florida, is authorized to render, but such professional services shall be rendered only through officers, employees and agents who are duly licensed under the laws of the State of Florida to practice medicine herein.

This professional corporation shall have all the powers conferred upon it by the laws of the State of Florida or of any other state or country and not prohibited by the Florida Professional Service Corporation Act; provided, however, that this corporation shall not engage in any business other than the rendering of the professional services described above for which it was organized.

It is expressly hereby provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this professional corporation otherwise permitted by law.

Prepared by:
Linda S. Gemind, Esq.
McGuire, Woods, Battle & Boothe LLP
50 N. Laura Street, Suite 3300
Jacksonville, Florida 32202
(904) 798-3200
Florida Bar No. 0848352

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ARTICLE IV
CAPITAL STOCK

Section 4.1. Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is ten thousand (10,000) shares having no par value. No person other than one licensed to practice medicine in the State of Florida shall be a shareholder of this professional corporation.

Section 4.2. Restrictions on Transfer of Stock. The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

Section 5.1. Name and Address. The street address of the initial registered office of this professional corporation is 2563 Oak Street, Jacksonville, Florida 32204, and the name of the initial registered agent of this corporation at that address is Andrew J. Weinstein, M.D.

ARTICLE VI
DIRECTORS

Section 6.1. Number. This professional corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than two (2). The manner of selection of directors shall be as provided in the bylaws.

Section 6.2. Initial Directors. The names and street addresses of the members of the first board of directors of this professional corporation, who are licensed to practice medicine in the State of Florida, are:

<u>Name</u>	<u>Address</u>
Girish S. Shroff, M.D.	2563 Oak Street Jacksonville, Florida 32204
Andrew J. Weinstein, M.D.	2563 Oak Street Jacksonville, Florida 32204

Section 6.3. Compensation. The board of directors is hereby specifically authorized to make provision for reasonable compensation to its members for their service as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any directors of this professional corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

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Section 6.4. Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE VII
BYLAWS

Section 7.1. Bylaws. The initial bylaws of this professional corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

ARTICLE VIII
INCORPORATOR

Section 8.1. Name and Address. The name and street address of the incorporator of this professional corporation, is Linda S. Gemind, 50 North Laura Street, 34th Floor, Jacksonville, Florida 32202.

ARTICLE IX
AMENDMENT

Section 9.1. Amendment. This professional corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation by a vote of not fewer than seventy-five percent (75%) of its shareholders, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles the 27th day of May, 1998.



LINDA S. GEMIND, Incorporator

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**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Sections 48.091, 607.0501, 607.0505 and 621.13, Florida Statutes, the following is submitted:

Weinstein & Shroff, P.A., desiring to organize or qualify under the laws of the State of Florida hereby designates Andrew J. Weinstein, M.D., as its registered agent to accept service of process within the State of Florida, and the address of its registered office shall be 2563 Oak Street, Jacksonville, Florida 32204.

Dated: May 27, 1998

Linda S. Gemind
LINDA S. GEMIND, Incorporator

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TALLAHASSEE FLORIDA

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: 5.27., 1998

Andrew Weinstein, M.D.
ANDREW J. WEINSTEIN, M.D.,
Registered Agent

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