

P98000058224

\* DEAN, MEAD, EGERTON, BLOODWORTH, CAPOUANO & BOZARTH, P. A.

ATTORNEYS AND COUNSELORS AT LAW

P. O. BOX 2346  
ORLANDO, FLORIDA 32802-2346

800 NORTH MAGNOLIA AVENUE  
SUITE 1500  
ORLANDO, FLORIDA 32803

(407) 841-1200  
FAX (407) 423-1831

WRITER'S DIRECT LINE  
(407) 428-5107

WRITER'S E-MAIL ADDRESS  
SPIERDOMINICI@DEANMEAD.COM

June 25, 1998

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32301

600002575486--6  
-06/30/98--01004--007  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Martin Lazoritz, M.D., P.A.

Gentlemen:

Please find enclosed the original and one copy of the Articles of Incorporation for the above corporation, which will begin its existence on July 1, 1998. Also enclosed is our firm check for \$122.50 to cover the \$35.00 filing fee, the \$52.50 fee for the certified copy and the \$35.00 fee for the designation of registered agent.

Once the Articles have been filed, please return the certified copy to me at the above address. Thank you for your assistance.

Sincerely yours,

*Susan C. Pierdominici*  
Susan C. Pierdominici  
Legal Assistant to Robert W. Mead, Jr.

*PMC  
6-30-98*

FILED  
98 JUN 29 PM 1:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

/scp  
Enclosures

cc: Martin Lazoritz, M.D.  
Phyllis Palmer, C.P.A.

EFFECTIVE DATE  
7-1-98

**ARTICLES OF INCORPORATION**  
**OF**  
**MARTIN LAZORITZ, M.D., P.A.**

**FILED**

98 JUN 29 PM 1:00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**EFFECTIVE DATE**

7-1-98

The undersigned incorporator, a natural person competent to contract and a Doctor of Medicine duly licensed to render services as such under the laws of the State of Florida, hereby forms a corporation for profit under the Professional Service Corporation Act and other laws of the State of Florida.

**ARTICLE I - NAME AND PRINCIPAL OFFICE OF CORPORATION**

The name of this corporation will be **MARTIN LAZORITZ, M.D., P.A.** The principal office and mailing address for the corporation will be 4459 Lakeshore Drive, Mount Dora, Florida 32757.

**ARTICLE II - GENERAL NATURE OF BUSINESS**

The general nature of the business to be transacted by this corporation will be:

A. To engage 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 will be rendered only through officers, employees and agents of the corporation who are duly licensed under the laws of the State of Florida to practice medicine therein.

B. To invest the funds of the corporation in real estate, mortgages, stocks, bonds or any other type of investment, and to own real and personal property necessary for the rendering of such professional services.

C. To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or objectives of the corporation enumerated in these Articles of Incorporation or any amendment thereto, and to do any act necessary or incidental to the protection and benefit of the corporation; and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment or furtherance of such purposes or objectives of the corporation.

D. It is intended that this corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 607 and Chapter 621, Florida Statutes, as the same may be from time to time amended.

#### ARTICLE III - CAPITAL STOCK

The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is Five Hundred (500) shares of common stock having a par value of Ten Dollars (\$10.00) per share.

#### ARTICLE IV - REGISTERED AGENT

The initial Registered Agent of this corporation will be Martin Lazoritz, M.D., whose business office is identical with the corporation's registered office set forth below.

#### ARTICLE V - ADDRESS OF REGISTERED OFFICE

The street address of the initial registered office of this corporation will be 4459 Lakeshore Drive, Mount Dora, Florida 32757.

#### ARTICLE VI - TERM OF EXISTENCE

This corporation will commence its existence on July 1, 1998 and will exist perpetually unless dissolved according to law.

#### ARTICLE VII - BOARD OF DIRECTORS

- A. The initial number of Directors of this corporation will be one (1).
- B. The number of Directors may be increased or diminished from time to time by Bylaws adopted by the shareholders or Directors, but will never be less than one (1).
- C. The name and street address of the initial member of the Board of Directors, to hold office for the first year of existence of this corporation or until his successor is elected or appointed and has qualified, is:

<u>Name</u>	<u>Street Address</u>
Martin Lazoritz M.D.	4459 Lakeshore Drive Mount Dora, Florida 32757

- D. Any Director may be removed from office for any cause deemed sufficient by the shareholders of the corporation. Such removal will be by a majority of the stock entitled to vote thereon at any annual or special meeting of the shareholders.

- E. Each Director will be a Doctor of Medicine duly licensed to render services as such under the laws of the State of Florida.

#### ARTICLE VIII - INCORPORATOR

The following is the name and street address of the person signing these Articles of Incorporation, who is a Doctor of Medicine duly licensed to render services as such under the laws of the State of Florida:

<u>Name</u>	<u>Street Address</u>
Martin Lazoritz M.D.	4459 Lakeshore Drive Mount Dora, Florida 32757

#### ARTICLE IX - SHAREHOLDERS

Shares of this corporation's capital stock will be issued only to individuals who are duly licensed to render services as a Doctor of Medicine under the laws of the State of Florida. No shareholder of this corporation may sell or transfer his or her shares of stock therein except to another individual who is eligible to be a shareholder hereunder. No shareholder of this corporation will enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his or her shares.

#### ARTICLE X - BYLAWS

The power to adopt, amend or repeal Bylaws for the management of this corporation will be vested in the Board of Directors and the shareholders.

#### ARTICLE XI - ADDITIONAL CORPORATE POWERS

In furtherance hereof, and not in limitation of the general powers conferred by the laws of the State of Florida, and pursuant to the purposes and objectives hereinabove stated, this corporation will have all and singular the following powers:

A. To enter into, or become a partner in, any arrangement for sharing profits, union of interest, joint venture or otherwise, with any person, firm or corporation to carry on any business which this corporation has the direct or incidental authority to pursue.

B. To purchase and acquire any or all of its shares owned and held by any shareholder who should desire to sell, transfer, or otherwise dispose of his shares, or any or all of

its shares owned and held by a shareholder who dies; provided, however, that the capital of the corporation will not be impaired thereby.

C. To enter into, for the benefit of its employees, one or more of the following: (1) a pension plan, (2) a profit sharing plan, (3) a stock bonus plan, (4) a corporate health plan, (5) a group term life insurance plan, or (6) any other retirement or incentive compensation plan.

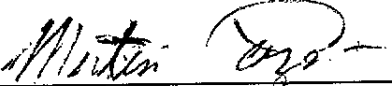
#### ARTICLE XII - AMENDMENT

The corporation reserves the right to amend these Articles of Incorporation in the manner provided by law. Every amendment will be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by a majority of the shares of stock entitled to vote thereon, unless all the Directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

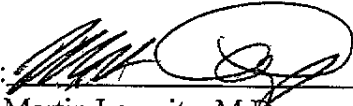
#### ARTICLE XIII - INDEMNIFICATION

The corporation will indemnify any officer or Director to the full extent permitted by law.

IN WITNESS WHEREOF, I have executed these Articles of Incorporation this  
25th day of June, 1998.

 (SEAL)  
Martin Lazoritz, M.D.

Having been named Registered Agent for the above Corporation, at the place designated in these Articles of Incorporation, I hereby agree to act in that capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the obligations set forth in Section 607.0505, Florida Statutes.

Signature: 

Martin Lazoritz, M.D.

Date: June 25, 1998

**FILED**  
98 JUN 29 PM 1:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA