

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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Alfredo D. Fernandez,  
M.O., P.A.

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- Art of Inc. File cert.
- LTD Partnership File \_\_\_\_\_
- Foreign Corp. File \_\_\_\_\_
- L.C. File \_\_\_\_\_
- Fictitious Name File \_\_\_\_\_
- Trade/Service Mark \_\_\_\_\_
- Merger File \_\_\_\_\_
- Art. of Amend. File \_\_\_\_\_
- RA Resignation \_\_\_\_\_
- Dissolution / Withdrawal \_\_\_\_\_
- Annual Report / Reinstatement \_\_\_\_\_
- Cert. Copy \_\_\_\_\_
- Photo Copy \_\_\_\_\_
- Certificate of Good Standing \_\_\_\_\_
- Certificate of Status \_\_\_\_\_
- Certificate of Fictitious Name \_\_\_\_\_
- Corp Record Search \_\_\_\_\_
- Officer Search \_\_\_\_\_
- Fictitious Search \_\_\_\_\_
- Fictitious Owner Search \_\_\_\_\_
- Vehicle Search \_\_\_\_\_
- Driving Record \_\_\_\_\_
- UCC 1 or 3 File \_\_\_\_\_
- UCC 11 Search \_\_\_\_\_
- UCC 11 Retrieval \_\_\_\_\_
- Courier \_\_\_\_\_

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Signature \_\_\_\_\_

Requested by: ces Date: 8/4 Time: 9:47

Name \_\_\_\_\_ Will Pick Up \_\_\_\_\_

Walk-In \_\_\_\_\_

PP  
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**ARTICLES OF INCORPORATION**

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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 General 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

The name of this corporation shall be **ALFREDO D. FERNANDEZ, M.D., P.A.**

The principal mailing address of the corporation is 1515 South Osprey Avenue, Sarasota, Florida.

II

PURPOSES

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

A. To engage in every aspect in the practice of medicine and all its fields of specializations, as are engaged in by dermatologists and all other aspects of that practice.

B. To engage and render the professional services involved only through its officers, agents and employees who shall be doctors in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.

C. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.

D. To engage in no other business other than the rendition of the professional services specified herein.

E. 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.

### III CAPITAL STOCK

A. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 500 shares of common stock at \$1.00 per share par value.

B. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

C. Shares of the corporation's stock and certificates shall be issued only to doctors in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

### IV DURATION

The corporation shall have perpetual existence.

### V REGISTERED AGENT

The address of the corporation's initial registered office is 1515 South Osprey Avenue, Sarasota, Florida, and the name of its initial registered agent at said address is:

ALFREDO FERNANDEZ

VI  
INCORPORATOR

The name and address of the Incorporator is as follows:

ALFREDO FERNANDEZ  
541 Strasburg Drive  
Port Charlotte, FL 33954

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 name and address of the initial Director of this corporation are:

ALFREDO D. FERNANDEZ, M.D.  
541 Strasburg Drive  
Port Charlotte, FL 33954

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 this corporation becomes legally disqualified to render the professional services for which the corporation is organized or accepts employment that places restrictions or limitations

on his continued rendering of such professional 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 professional 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 office or director, or any former office or director, to the full extent permitted by law.

XII  
BYLAW AMENDMENT

The power to adopt, alter, amend or repeal the bylaws of this 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 3 day of August, 1998

Alfredo Fernandez  
Incorporator

I HEREBY am familiar and accept the duties and responsibilities as registered agent for the above corporation.

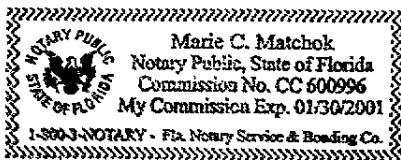
Alfredo Fernandez  
Registered Agent

STATE OF FLORIDA  
COUNTY OF LEE

BEFORE ME, the undersigned authority, personally appeared ALFREDO FERNANDEZ who is [] personally known to me, or has produced \_\_\_\_\_ as identification, to me well known to be the person described in and who executed the foregoing Articles of Incorporation, as the Incorporator, and he acknowledged to and before me that he executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Cape Coral, in said County and State, this 3 day of August, 1998.  
My commission expires:

Marie C. Matchok  
Notary Public, State of Florida  
(Seal)



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