

Law Offices

Rooth & Rooth, P.A.

7913 Seminole Mall East
Seminole, Florida 33772

EFFECTIVE DATE

8/13/98

Gilbert J. Rooth
Susan A. Rooth

Telephone

(813) 397-4768

August 13, 1998

P98000071412

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Attn: TRACY AUGSBURGER

Re: LISA M. DiSANTO, D.O., P.A.
EFFECTIVE DATE: AUGUST 13, 1998

Dear Tracy:

Enclosed are the original and one copy of the Articles of Incorporation of the above referenced corporation. Also enclosed is a check in the amount of \$131.25 representing the following required costs.

\$ 70.00	Filing Fee
52.50	Certified Copy
	Registered Agent
8.75	Certificate of Status
<u>\$131.25</u>	Total

Please file the original copy of Articles of Incorporation and return a certified copy to the undersigned.

If you should have any questions, please do not hesitate to contact me.

Sincerely,

Susan A. Rooth

Susan A. Rooth

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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EFFECTIVE DATE
8/13/98

ARTICLES OF INCORPORATION
OF
LISA M. DiSANTO, D.O., P.A.

The undersigned natural person, competent and licensed to practice the profession of 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:

ARTICLE I

LISA M. DiSANTO, D.O., P.A.

The name of this corporation is LISA M. DiSANTO, D.O., P.A.

ARTICLE II

PRINCIPAL OFFICE

The address of the corporation's principal office is:

5800 - 49th St. No.,
Suite 206S
St. Petersburg, Florida 33707

ARTICLE III

PURPOSE

This corporation is organized for the following purposes:

- a. To engage in the practice of medicine, specifically in the area of family practice, as a professional corporation and to own and operate a medical clinic for the purposes of providing medical care and treatment.

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TALLAHASSEE, FLORIDA

b. To own real and personal property, enter into contracts, and engage in any lawful business necessary for the rendering of the professional medical services. ___

c. To do everything necessary, proper, or convenient to accomplish any of the purposes set forth in these articles, and to do every other act incidental to the corporate purposes which is not forbidden by Florida laws or by the provisions of these articles of incorporation.

The purposes of this corporation shall be carried out only through officers, employees, and agents, each of whom is licensed or otherwise legally qualified to render profession medical services in the State of Florida.

ARTICLE IV

CAPITAL STOCK

The total number of shares of stock which the corporation shall be authorized to issue or have outstanding at any one time is 7500 shares of common stock. These shares shall be of a single class of common stock, and shall have a par value of \$1.00 per share.

ARTICLE V

DURATION

The period of the corporation's duration shall be perpetual, The effective date of this corporation shall be August 13, 1998.

ARTICLE VI

CORPORATE POWERS

The corporation shall have all the rights and powers now or subsequently conferred on professional corporations by the laws of the State of Florida.

ARTICLE VII

INCORPORATOR

The name and street address of each person signing these Articles of Incorporation as an incorporator is:

Lisa M. DiSanto	5800 - 49th St. No.
	St. Petersburg, FL 33707

ARTICLE VIII

BYLAWS

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.

ARTICLE IX

INFORMAL ACTIONS OF DIRECTORS

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.

ARTICLE X

AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

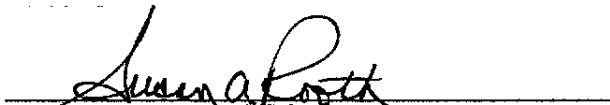
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 13 day of August, 1998.


LISA M. DiSANTO
Incorporator and Registered Agent

STATE OF FLORIDA)
)
COUNTY OF PINELLAS)

BEFORE ME, a notary public authorized to take acknowledgements in the State and County set forth above, personally appeared LISA M. DiSANTO, known to me and known by me to be the person who executed the forgoing Articles of Incorporation, and she acknowledged before me that she executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid this 13 day of August 1998.


Notary Public

My commission expires:



Susan A. Rooth
MY COMMISSION # CC585136 EXPIRES
September 23, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

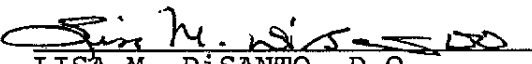
Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

LISA M. DiSANTO, D.O., P.A.

2. The name and address of the registered agent and office is:

Lisa M. DiSanto, D.O.
5800 - 49th St. No., Suite 206S
St. Petersburg, FL 33709

Signature: 
LISA M. DiSANTO, D.O.

Title: Registered Agent

Date: 8/13/98

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


LISA M. DiSANTO, D.O.



Susan A. Rooth
MY COMMISSION # C0585136 EXPIRES
September 23, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

8/13/98
DATE

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TALLAHASSEE, FLORIDA