

P98000083525



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 958415 4329479

AUTHORIZATION :

*Patricia Pizoto*

COST LIMIT : \$ 122.50

ORDER DATE : September 11, 1998

ORDER TIME : 10:49 AM

ORDER NO. : 958415-005

CUSTOMER NO: 4329479

CUSTOMER: Ms. Lynn Burnsed  
BAKER & HOSTETLER

200 South Orange Avenue  
Suntrust Center Suite 2300  
Orlando, FL 32802-0112

300002637243--0

DOMESTIC FILING

NAME: CENTRAL FLORIDA INFECTIOUS  
DISEASE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janice Vanderslice

EXAMINER'S INITIALS:

*2515*  
*W98-20786*

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 SEP 28 PM 12:51

RECEIVED  
98 SEP 11 AM 11:32  
DIVISION OF CORPORATIONS  
*2515*  
*W98-20786*



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 SEP 28 PM 12:51

September 11, 1998

**RESUBMIT**

CSC NETWORKS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301

SUBJECT: CENTRAL FLORIDA INFECTIOUS DISEASE, INC.  
Ref. Number: W98000020786

We have received your document for CENTRAL FLORIDA INFECTIOUS DISEASE, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Simply adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden  
Document Specialist

Letter Number: 998A00046289

RECEIVED  
98 SEP 28 AM 10:26  
DIVISION OF CORPORATION

Articles of Incorporation

of

Central Florida Infectious Disease, Inc.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 SEP 28 PM 12:51

ARTICLE I

Name and Duration

The name of the Corporation is Central Florida Infectious Disease, Inc. The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Secretary of State.

ARTICLE II

Principal Office

The address of the principal office of the Corporation is 270 S. North Lake Boulevard, Altamonte Springs, Florida, 32701.

ARTICLE III

Registered Office and Agent

The address of the registered office in the State of Florida is 200 South Orange Avenue, 2300 Sun Bank Center, in the City of Orlando, County of Orange. The name of the registered agent at such address is A.G.C. Co.

ARTICLE IV

Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

## ARTICLE V

### Capital Stock

The total number of shares of capital stock which the Corporation has the authority to issue is 1,000,000 shares, \$0.01 par value per share.

## ARTICLE VI

### Incorporator

The name and mailing address of the incorporator of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
A.G.C. Co.	2300 Sun Trust Center 200 South Orange Avenue Post Office Box 112 Orlando, Florida 32802

## ARTICLE VII

### Board of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

3. The name and mailing address of the persons who shall serve as director of the Corporation until the first annual meeting of the shareholders is as follows:

<u>Name</u>	<u>Address</u>
Timothy J. Powers	270 S. North Lake Boulevard Altamonte Springs, Florida 32701
Kevin C. Powers	270 S. North Lake Boulevard Altamonte Springs, Florida 32701
Andrew W. Miller	210 Burlington Place Nashville, Tennessee 37215

## ARTICLE VIII

### Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

## ARTICLE IX

### Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not 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 Board of Directors.

## ARTICLE X

### Indemnification

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

## ARTICLE XI

### Transfer of Shares

If, from time to time, a shareholders' agreement among all of the shareholders of the Corporation is in effect, then transfers of the Corporation's Common Stock made not in accordance with such agreement, whether by operation of law or otherwise, are null and void ab initio.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

DATED at Orlando, Orange County, Florida, this 10<sup>th</sup> day of September, 1998.

A.G.C. Co.

By: 

Richard T. Fulton  
Vice President

STATE OF FLORIDA )

COUNTY OF ORANGE )

) SS.

The foregoing instrument was acknowledged before me this 10th day of September, 1998, by Richard T. Fulton of A.G.C. Co., an Ohio corporation, on behalf of the corporation. He is personally known to me ~~as has produced~~ ~~xxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxx~~ identification.

Lori L. Colaiuta  
(Notary Signature)

Lori L. Colaiuta  
(Notary Name Printed)  
NOTARY PUBLIC  
Commission No. CC646225

(NOTARY SEAL)



Lori L. Colaiuta  
MY COMMISSION # CC646225 EXPIRES  
May 25, 2001  
BONDED THRU TROY FAIR INSURANCE, INC.

REGISTERED AGENT CERTIFICATE

In pursuance of the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

That Central Florida Infectious Disease, Inc. desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Orlando, County of Orange, State of Florida, has named A.G.C. Co., located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned, by and through its duly elected officer, hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office, and further states that it is familiar with §607.0501, Florida Statutes.

A.G.C. CO.

By: 

Richard T. Fulton  
Vice President

DATED: September 10, 1998

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 SEP 28 PM 12:51