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REFERENCE : 031155 4346980

AUTHORIZATION :

Patricia Pajith

COST LIMIT : \$ 78.75

ORDER DATE : November 13, 1998

ORDER TIME : 10:42 AM

ORDER NO. : 031155-005

CUSTOMER NO: 4346980

CUSTOMER: Ms. Jeanette Sirois  
KALISH & WARD  
KALISH & WARD  
101 East Kennedy Boulevard  
4100 Barnett Plaza  
Tampa, FL 33602

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DOMESTIC FILING

NAME: PALM COAST CARE, P.A.

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: Deborah Schroder

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 NOV 13 PM 12:59

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98 NOV 13 AM 11:26  
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION  
OF

PALM COAST CARE, P.A.

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The undersigned, acting as the incorporator of Palm Coast Care, P.A. under the Florida Business Corporation Act and the Professional Service Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is:

PALM COAST CARE, P.A.

ARTICLE II. CORPORATE PURPOSE

The corporation may engage in every aspect of the practice of medicine and shall not engage in any business other than the practice of medicine.

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on November 13, 1998.

ARTICLE IV. CORPORATE POWER

The corporation shall have all the powers granted to all corporations organized under the Florida Business Corporation Act and the Professional Service Corporation Act except that the corporation shall not have the power to engage in any business other than the rendition of the professional services for which it was incorporated as set forth in Article II. Notwithstanding the foregoing, the corporation may invest its funds in bonds, stocks, mortgages, real estate, and other types of investment, and the corporation may own any real and personal property that is necessary for the rendition of the professional services set forth in Article II.

ARTICLE V. RENDITION OF PROFESSIONAL SERVICES

The corporation shall render the professional services described in Article II only through its agents, officers, directors, employees, and representatives who are duly licensed or otherwise legally authorized in the State of Florida to practice medicine or provide the medical services requested. The terms "agents," "offi-

cers," "employees," and "representatives" shall not include clerks, secretaries, bookkeepers, technicians, and other assistants who are not usually and ordinarily considered by custom and practice to be rendering professional services to the public for which a license or other legal authorization is required.

#### ARTICLE VI. PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the principal business office and mailing address of the corporation is:

5341 Grand Boulevard, Suite 1  
New Port Richey, Florida 34652

#### ARTICLE VII. CAPITAL STOCK

The number of shares of capital stock that the corporation is authorized to issue is 1,000 shares of common stock, having a par value of \$.01 per share. The consideration to be paid for each share shall be fixed by the Board of Directors and may consist of any tangible or intangible property or benefit to the corporation, including cash, promissory notes, services performed, other securities of the corporation, or promises to perform services for the corporation that are evidenced by a written contract, with a value, in the judgment of the Board of Directors, that is adequate.

#### ARTICLE VIII. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 101 E. Kennedy Boulevard, Suite 4100, Tampa, Florida 33602, and the name of the corporation's initial registered agent at that address is William R. Swindle.

#### ARTICLE IX. INITIAL BOARD OF DIRECTORS

The corporation shall have two directors initially. The names and street addresses of the initial directors are:

<u>Name</u>	<u>Address</u>
Carlos J. Bayron	5341 Grand Boulevard, Suite 1 New Port Richey, Florida 34652
Luis R. Annoni	5341 Grand Boulevard, Suite 1 New Port Richey, Florida 34652

#### ARTICLE X. LIMITATION ON ISSUANCE AND TRANSFER OF STOCK

The corporation may issue its capital stock only to individuals who are duly licensed or otherwise legally authorized to practice medicine in the State of Florida and who are agents, officers, or employees of the corporation. In the event that a shareholder:

- (a) becomes legally disqualified to practice medicine in the State of Florida;
- (b) is elected to a public office or accepts employment that, pursuant to law, places restrictions or limitations upon the rendition of professional services as a physician;
- (c) sells, assigns, conveys, pledges, transfers, hypothecates, or otherwise disposes of, or attempts to sell, assign, convey, pledge, transfer, hypothecate, or otherwise dispose of, any shares of capital stock in the corporation to any person ineligible by law or by the Articles of Incorporation to be a shareholder in the corporation, or if the sale, pledge, transfer, assignment, conveyance, hypothecation, or other disposition of, or attempt to sell, assign, convey, pledge, transfer, hypothecate, or otherwise dispose of, any shares of capital stock in the corporation is made in a manner prohibited by law, the Articles of Incorporation, or the Bylaws of the corporation; or
- (d) suffers an execution to be levied upon his or her capital stock, or the capital stock is subjected to sale or other process, the effect of which is to vest any legal or equitable interest in the capital stock in some person other than the shareholder,

the capital stock of the shareholder immediately shall be deemed forfeited; the corporation immediately shall cancel the shares of capital stock owned of record by the shareholder; and the shareholder or other person in possession of the capital stock shall be entitled only to receive payments for the value of the capital stock which, in the absence of a bylaw provision, a provision in the Articles of Incorporation, a written agreement between the corporation and its shareholders, or a written agreement among its shareholders, shall be the book value as of the last day of the month preceding the month in which any of the events enumerated above occurs. The shareholder whose shares of capital stock become forfeited and are cancelled by the corporation shall immediately cease to be a shareholder, and except as to the shareholder's right to receive payment for the capital stock in accordance with the

foregoing provision and the payment of any other sums then lawfully due and owing to the shareholder by the corporation, the shareholder shall terminate his or her employment with the corporation and shall have no further financial interest of any kind in the corporation.

#### ARTICLE XI. ALIENATION OF STOCK

No shareholder of the corporation may sell, assign, convey, transfer, or otherwise dispose of any of his or her shares of capital stock in the corporation except to another individual who is duly qualified to be a shareholder of the corporation.

The corporation's Board of Directors is specifically authorized from time to time to adopt bylaws, not inconsistent with the Articles of Incorporation, restraining the alienation of shares of capital stock of the corporation and providing for the purchase or redemption by the corporation of its shares of capital stock.

#### ARTICLE XII. INCORPORATORS

The name and street address of the incorporator is:

William R. Swindle  
101 E. Kennedy Boulevard, Suite 4100  
Tampa, Florida 33602

The incorporator assigns to the corporation his rights under section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the Board of Directors any rights he has as incorporator to those persons designated by the Board of Directors any rights he has as incorporator to acquire any of the capital stock of the corporation; this assignment shall become effective on the date corporate existence begins.

EXECUTION DATE: November 12, 1998



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William R. Swindle  
as incorporator

PALM COAST CARE, P.A.  
ACCEPTANCE OF REGISTERED AGENT

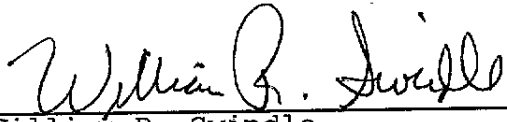
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Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

That Palm Coast Care, P.A., desiring to organize as a corporation under the laws of the State of Florida with its initial registered office, as indicated in its Articles of Incorporation, at 101 E. Kennedy Boulevard, Suite 4100, Tampa, Florida 33602, has named William R. Swindle as its agent to accept service of process within the State of Florida.

Having been named to accept service of process for Palm Coast Care, P.A. at the place designated in this document, the undersigned agrees to act in that capacity and to comply with the provisions of the Florida Business Corporation Act relative to keeping open the registered office. The undersigned is familiar with, and accepts the obligations of, Section 607.0501, Florida Statutes.

EXECUTION DATE: November 12, 1998

  
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William R. Swindle