

TRANSMITTAL LETTER

P980000 96885

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-11/13/98--01093--004
****122.50 *****78.75

SUBJECT: _____

(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate of Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: _____

Wayne Cohew MD
1949 Northgate Blvd/
Sarasota FL 34234

City, State & Zip

Daytime Telephone number

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 13 AM 9:03

NOTE: Please provide the original and one copy of the articles.

B. BROCK NOV 18 1998

ARTICLES OF INCORPORATION
OF
SARASOTA OB/GYN ASSOCIATES, P.A.

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ARTICLE I--NAME

The name of this corporation is SARASOTA OB/GYN ASSOCIATES, P.A.

ARTICLE II--DURATION

This corporation shall exist perpetually.

ARTICLE III--PURPOSE

This corporation is a professional association organized for the purpose of OBSTETRICS & GYNECOLOGICAL SERVICES

ARTICLE IV--POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE V--CAPITAL STOCK

This corporation is authorized to issue One Thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE VI--PREEMPTIVE RIGHTS

Every shareholder shall have the right to purchase his or her pro-rata share of any new stock of this corporation of the same kind, class or series as that which he or she already holds at a price which it is offered to all other shareholders.

ARTICLE VII--INITIAL OFFICE AND RESIDENT AGENT

The street address of the initial registered office of this corporation is: 1949 NORTHGATE BLVD. SARASOTA, FL. 34234. The principal office is located at: 1949 NORTHGATE BLVD., SARASOTA, FL. 34234. The name of the initial registered agent of this corporation at that address is: ANDREW T. HERKO.

ARTICLE VIII--MANAGEMENT BY BOARD OF DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business affairs of this corporation shall be managed under the direction of the shareholders of this corporation, the act of the stockholders representing a majority of the outstanding shares of the corporation entitled to vote, representing in person or by proxy, shall be entitled to one vote in person, or by proxy, for each share of voting stock held by him or her, a majority of the outstanding shares of the corporation represented in person or by proxy, shall constitute a quorum at any business meeting of the shareholders for all the management of the business of the corporation.

ARTICLE IX--INCORPORATORS

The name and address of the person signing these articles is
WAYNE COHEN, MD.
1949 NORTHGATE BLVD.
SARASOTA, FL. 34234

ARTICLE X--BYLAWS

The power to adopt, amend or repeal by-laws of this corporation shall be vested in the members.

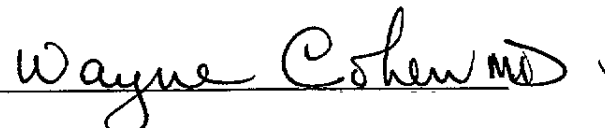
ARTICLE XI--INDEMNIFICATION

The corporation shall indemnify any officer or any former officer to the full extent permitted by law.

ARTICLE XII--AMMENDMENT

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

In witness whereof, the undersigned subscriber has executed these articles of incorporation, this 3RD day of NOVEMBER, 1998.


WAYNE COHEN, MD.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to section 48.091, Florida Statutes, the following is submitted:

That SARASOTA OB/GYN ASSOCIATES, P.A., desiring to organize under the Florida General Corporation Act laws of the State of Florida with its principal office as indicated in the articles of incorporation, in the city of SARASOTA, county of SARASOTA, State of Florida, has named ANDREW T. HERKO, its agent to accept service of process within the State of Florida.

ANDREW T. HERKO

ACKNOWLEDGMENT

Having been named to accept service of process for the above named corporation, at the place designated in this certificate I hereby accept such appointment and agree to act in this capacity, and agree to comply with the provisions of law to keeping said office open.



ANDREW T. HERKO

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