

099000002459



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 090883-82724A

AUTHORIZATION

Patricia Pignatelli

COST LIMIT : \$ 70.00

ORDER DATE : January 7, 1999

ORDER TIME : 9:58 AM

ORDER NO. : 090883-005

000002732960--6

CUSTOMER NO: 82724A

CUSTOMER: Ms. Kristin M. Conroy
MORRISON & CONROY
MORRISON & CONROY
3838 Tamiami Trail North
Suite 402
Naples, FL 34103-3507

DOMESTIC FILING

NAME: MEDICAL ARTS CENTER OF
NAPLES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

703

W99-493

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN -7 PM 5:35

99
1/8/99
10:00:37



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN -7 PM 5:35

January 7, 1999

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: MEDICAL ARTS CENTER OF NAPLES, INC.
Ref. Number: W99000000493

We have received your document for MEDICAL ARTS CENTER OF NAPLES, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

Article SIX states there will be TWO director(s), whereas ONE is/are listed.

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: 599A00000855

RECEIVED
99 JAN -8 PM 3:17
DIVISION OF CORPORATION

RESUBMIT
Please give original
submission date as file date.

ARTICLES OF INCORPORATION OF
MEDICAL ARTS CENTER OF NAPLES, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN -7 PM 5:35

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, do hereby adopt the following Articles of Incorporation:

Article 1.
Name and Address

The name of the Corporation is Medical Arts Center of Naples, Inc. The principal office, if known, or the mailing address of the Corporation is 13356 Rosewood Lane, Naples, Florida 34119.

Article 2.
Duration

The duration of the Corporation is perpetual.

Article 3.
Purpose

The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purpose of the Corporation or necessary or desirable in order to accomplish them.

Article 4.
Shares

The aggregate number of shares which the Corporation is authorized to issue is One Thousand Five Hundred (1,500) shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

Article 5.
Initial Registered Office and Agent

The street address of the initial Registered Office of the Corporation is Morrison & Conroy, P.A., 3838 Tamiami Trail North, Suite 402, Naples, Florida, and the name of its initial Registered Agent at that address is J. Thomas Conroy, III.

Article 6.
Initial Board of Directors

The number of Directors constituting the initial Board of Directors is one (1). The number of Directors may be increased or decreased from time to time in accordance with the By-Laws but shall never be less than one. The name and address of each initial Director of the Corporation is as follows:

Joseph E. D'Jamoos
13356 Rosewood Lane
Naples, Florida 34119

Article 7.
Incorporators

The name and address of the Incorporator is as follows:

Joseph E. D'Jamoos
13356 Rosewood Lane
Naples, Florida 34119

Article 8.
Amendment

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

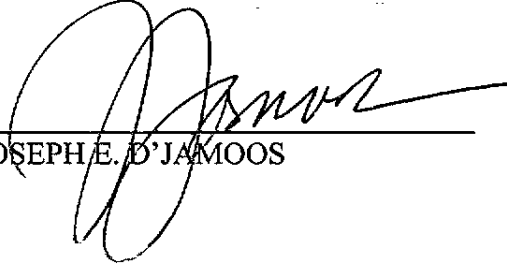
Article 9.
Preemptive Rights

The Corporation elects to have preemptive rights, pursuant to Section 607.0630, Florida Statutes, as amended from time to time.

Article 10.
Indemnification

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law, including but not limited to Florida Statutes Section 607.0850.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 6th day of January, 19 99.



JOSEPH E. D'JAMOOS

**ACCEPTANCE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, 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.



J. Thomas Conroy, III

Date: 1/6, 1999

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