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FILED  
99 JAN 25 PM 2:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

January 22, 1999

Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

Reference: Filing of Articles of Incorporation/

Dear Gentlemen:

Enclosed herewith are executed Articles of Incorporation for proposed corporation, Shapiro and Gerth, Chartered and designation of registered agent.

A check in the amount of \$78.75 payable to Florida Department of State is enclosed for the following fees:

1. Filing fees - \$35.00;
2. Registered Agent Designation - \$35.00;
3. Certified Copy fee - \$8.75.

Subsequent to filing, please return the certified copy of the articles to the undersigned.

Respectfully,


  
William L. Richards, Jr.

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\*\*\*\*\*78.75 \*\*\*\*\*78.75

WLR/r

Enclosure

CC: Gilbert Shapiro, MD

P. Hall  
JAN 28 1999  


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99 JAN 25 PM 2:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
SHAPIRO AND GERTH, CHARTERED

The undersigned, natural persons, who are licensed or otherwise legally authorized to practice the profession of medicine in the State of Florida, hereby associate themselves with the intention of forming a professional corporation in accordance with the Florida Professional Service Corporation Act, and hereby adopts the following articles of incorporation for such corporation.

ARTICLE I

Name

The name of the corporation is Shapiro and Gerth, Chartered.

ARTICLE II

Purpose

This corporation is organized for the following purposes:

(a) To engage in the practice of medicine as a professional medical corporation and to carry on services incidental thereto.

(b) To own property, enter into contracts, and to carry on any business necessary or incidental to the accomplishment of furtherance of the purposes or objects of this corporation.

(c) The professional services of this corporation shall be carried out only through officers, employees, and agents, each of whom is duly authorized to practice medicine in the State of Florida.

Article III

Capital Stock

The total number of shares of capital stock which the corporation shall be authorized to issue is 5000 shares. Such shares shall be of a single class of common stock and shall have a par value of One Dollar (\$1.00) per share.

WILLIAM L. RICHARDS, JR.  
ATTORNEY AT LAW  
SUGAR LOAF SHORES, FLORIDA 33044

**Article IV**  
**Capitalization**

The amount of capital with which the corporation will begin to practice the profession of medicine is not less than One Thousand Dollars (\$1,000.00).

**Article V**  
**Duration**

The corporation shall have perpetual existence.

**Article VI**  
**Principal Office**

The initial street address of the corporation's principal office is 3714 North Roosevelt Boulevard, Key West, Florida 33040 and whose mailing address is 3714 North Roosevelt Boulevard, Key West, Florida 33040.

**Article VII**  
**Management By Shareholders**

The corporation shall be a close corporation with the meaning of, and governed by, the Florida Close Corporation Act. The business of the corporation shall be managed by its shareholders pursuant to Section 608.72 of the Florida statutes.

**Article VIII**  
**Subscriber**

The name and address of each person signing these articles of incorporation as a subscriber is:

| <u>Name</u>         | <u>Address</u>                                     |
|---------------------|--|
| Gilbert Shapiro, MD | 1507 Atlantic Boulevard<br>Key West, Florida 33040 |
| Elias J. Gerth, MD  | 3632 Sunrise Drive<br>Key West, Florida 33040      |

**Article IX**  
**Dissolution**

The corporation may be dissolved at any time by unanimous written consent of the shareholder. On dissolution, the corporate property and assets shall, after

payment of all debts of the corporation, be distributed to the shareholder pro rata, shareholders to participate in the distribution in direct proportion to the number of shares held by him or her.

IN WITNESS HEREOF, we the undersigned incorporators of this corporation, have executed these articles of incorporation at Key West, Florida, on January 22<sup>nd</sup>, 1999.

Mini D. Bunkley  
Witness to Shapiro

Gilbert Shapiro, MD

Cindy Chalkley  
Witness to Shapiro

Mini D. Bunkley  
Witness to Gerth

Elias J. Gerth, MD

Cindy Chalkley  
Witness to Gerth

#### ACKNOWLEDGMENT

STATE OF FLORIDA)

SS

COUNTY OF MONROE)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared Gilbert Shapiro, MD and Elias J. Gerth, MD, to me know to be the persons described in and who executed the foregoing instrument and has acknowledged to me the they executed the same.

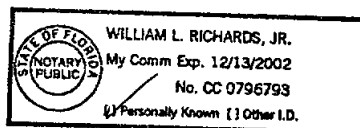
WITNESS my hand and official seal in the County and State last aforesaid this 22<sup>nd</sup> day of January, 1999.

(SEAL)

William L. Richards, Jr.

Notary Public

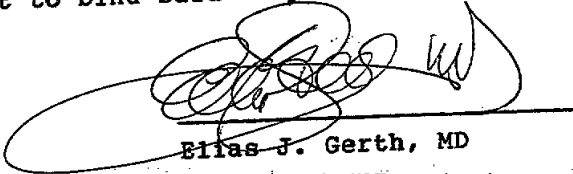
My Commission Expires:



DESIGNATION OF REGISTERED AGENT

FILED  
99 JAN 25 PM 2:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Elias J. Gerth, MD whose address is 3714 North Roosevelt Boulevard, Key West, Florida 33040, and whose mailing address is 3714 North Roosevelt Boulevard, Key West, Florida 33040, hereby accepts and agrees to act as Resident Agent of Shaprio and Gerth, Chartered, and consents to service of process which shall be sufficient to bind said corporation.

  
Elias J. Gerth, MD

ACKNOWLEDGMENT

STATE OF FLORIDA)

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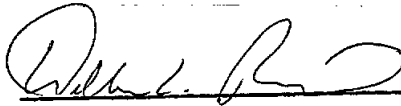
ss

COUNTY OF MONROE)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared Elias J. Gerth, MD, to me known to be the person described in and who executed the foregoing instrument and has acknowledged to me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 22<sup>nd</sup> day of January, 1999.

(SEAL)



Notary Public

My Commission Expires:

