

PP9000012733

BOND, ARNETT & PHELAN, P. A.

ATTORNEYS AT LAW
101 SOUTHWEST THIRD STREET
POST OFFICE BOX 2405
OCALA, FLORIDA 34478

M. THOMAS BOND, JR.
JOHN W. ARNETT*
WILLIAM H. PHELAN, JR.

ANN MELINDA CRAGGS
COLLEEN M. DURIS

*BOARD CERTIFIED REAL ESTATE LAWYER

TELEPHONE
(352) 622-1188

FAX
(352) 622-1125

December 30, 1998

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-12/31/98--01036--014
*****70.00 *****70.00

Secretary of State
Corporations Division
409 E. Gaines Street
Tallahassee, FL 32399

Via Federal Express-
Overnight

Re: Articles of Incorporation for
Associates of Obstetrics and Gynecology, P.A.

To Whom It May Concern:

Please find enclosed herewith the original Articles of Incorporation of Associates of Obstetrics and Gynecology, P.A. for filing with the Secretary of State. Also, please find enclosed Bond, Arnett & Phelan, P.A.'s check in the amount of \$70.00 which represents the filing fee. If you should have any questions, please do not hesitate to let us know.

Sincerely,

BOND, ARNETT & PHELAN, P.A.

By:

Janice L. Carroll
Janice L. Carroll, Secretary to
William H. Phelan, Jr.

~~WHP 2/6~~
Enclosures
cc: client

PM 1-4-99

~~630~~

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 FEB -9 PM 1:39

FILED

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February 8, 1999

Florida Department of State
Division of Corporations
Attn: Doris McDuffie
Post Office Box 6327
Tallahassee, FL 32314

Re: Articles of Incorporation for
Associates of Obstetrics and Gynecology, P.A.

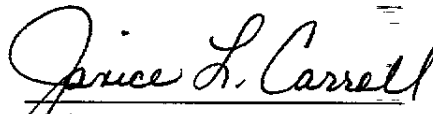
Dear Ms. Duffie:

Pursuant to your instructions, please find enclosed herewith a copy of your letter to me of January 4, 1999 together with the original and one copy of the ARTICLES OF INCORPORATION OF ASSOCIATES OF OBSTETRICS AND GYNECOLOGY, P.A. Thank you for your assistance in this regard.

Sincerely,

BOND, ARNETT & PHELAN, P.A.

By:


Janice L. Carroll, Secretary to
William H. Phelan, Jr.

Enclosures
cc: client



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 4, 1999

JANICE L. CARROLL, SECRETARY
BOND, ARNETT & PHELAN, P.A.
P.O. BOX 2405
OCALA, FL 34478

SUBJECT: ASSOCIATES OF OBSTETRICS AND GYNECOLOGY, P.A.
Ref. Number: W99000000026

We have received your document for ASSOCIATES OF OBSTETRICS AND GYNECOLOGY, P.A. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The specific nature of business of the professional association must be stated in the document.

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) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 399A00000037

RECEIVED

JAN 11 1999

BOND, ARNETT & PHELAN, PA.
OCALA, FL.

FILED

99 FEB -9 PM 1:38

ARTICLES OF INCORPORATION

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ASSOCIATES OF OBSTETRICS AND GYNECOLOGY, P.A.

The undersigned subscriber to these Articles of Incorporation, being duly licensed to practice as a medical doctor under the laws of the State of Florida, adopts these Articles to form a corporation under the Professional Service Corporation Act, F.S. Chapter 621, and other laws of the State of Florida.

ARTICLE I - Name

The name of this professional service corporation is ASSOCIATES OF OBSTETRICS AND GYNECOLOGY, P.A.

ARTICLE II - Duration

This professional service corporation shall have perpetual existence starting on the date these Articles of Incorporation are filed with the Florida Department of State.

ARTICLE III - Purpose

This professional service corporation is formed to engage in every phase and aspect of the practice of medicine. In addition, the corporation may invest the funds of this professional service corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and own real and personal property necessary for the rendering of professional services.

ARTICLE IV - Capital Stock

This professional service corporation is authorized to issue 7,500 shares of One Dollar (\$1.00) par value common stock. None of the shares of this professional service corporation may be issued to anyone other than an individual duly licensed to practice medicine in the State of Florida.

ARTICLE V - Initial Street Address

The street address of the initial principal office of this professional service corporation and its mailing address are 803 S.W. 1st Avenue, Ocala, Florida 34474. The name of the initial registered agent of this corporation is William H. Phelan, Jr.

ARTICLE VI - Initial Board of Directors

The business of this professional service corporation shall be managed by its Board of Directors. This professional service corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by the by-laws, but shall never be less than one (1). The name and address of the initial director of this professional service corporation is:

Manuel F. DelCharco, Jr., M.D.
803 S.W. 1st Avenue
Ocala, Florida 34474

The person named as initial director shall hold office for the first year of existence of this professional service corporation or until his successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE VII - Incorporator

The name and address of the person signing these articles is: Manuel F. DelCharco, Jr., M.D., 803 S.W. 1st Avenue, Ocala, Florida 34474.

ARTICLE VIII - By-laws

The power to adopt, alter, amend or repeal by-laws shall be vested in the shareholders.

ARTICLE IX - Indemnification

This professional service corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X - Pre-emptive Rights

Each shareholder of this professional service corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he or she holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting the shareholders to exercise their pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE XI - Amendment

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders and approved at a shareholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XII - Registered Agent

In accordance with Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That Associates of Obstetrics and Gynecology, P.A., desiring to organize under the laws of the State of Florida, with its principal office at 803 S.W. 1st Avenue, the City of Ocala, County of

Marion, and State of Florida, has named William H. Phelan, Jr., located at 101 S.W. 3rd Street, Ocala, Florida 34475, as its agent to accept service of process within this State.

ARTICLE XIII - Limitation of Corporate Stock

No one other than an individual who is duly licensed as a medical doctor under the laws of the State of Florida may own any corporate stock of this Corporation; nor may any shareholder enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of the stock.

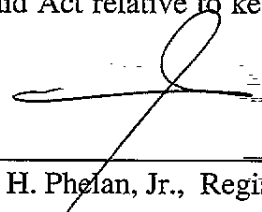
(a) If any officer, shareholder, agent or employee of this Corporation who has been rendering professional services to the public becomes legally disqualified to render such services within the State of Florida, or is elected to a public office or accepts employment that, pursuant to existing law, places restrictions or limitations upon his continued rendering of such professional services, he shall sever all employment and terminate all financial interest in the Corporation.

(b) No shareholder of the Corporation may sell or transfer his stock in this Corporation except to another individual who is eligible to be a shareholder of the Corporation and such sale or transfer may be made only after the same shall have been approved, at a stockholders' meeting specifically called for that purpose, by not less than a majority of the outstanding stock at such shareholders' meeting, exclusive of the stock proposed to be sold. The shares of stock held by the shareholder proposing to sell or transfer his shares may not be voted or counted for any purpose of said meeting.


(c) In the event that there is more than one shareholder in the Corporation, before stock is issued to shareholders they must have negotiated with the other shareholder and the Corporation a buy-and-sell agreement providing for the redemption or disposition of their stock in the event their

interest in the Corporation is terminated for any reason. An executed copy of the buy-and-sell agreement must be filed with the Secretary of the Corporation and made a part of the records of the Corporation.

ACKNOWLEDGMENT: Having been named to accept service of process for the above stated professional service corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


William H. Phelan, Jr., Registered Agent

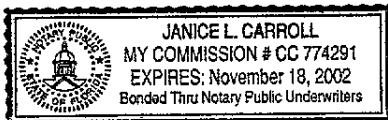
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 8th day of February, 1999.

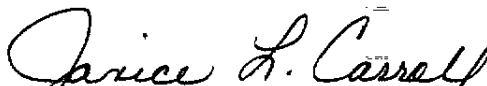

Manuel F. DelCharco, Jr., M.D., Subscriber

STATE OF FLORIDA
COUNTY OF MARION

The foregoing Articles of Incorporation were acknowledged before me this 8th day of February, 1999 by Manuel F. DelCharco, Jr., M.D., who is personally known to me or produced the identification described below and who did not take an oath.

(SEAL)




Notary Public
State of Florida at Large
My Commission Expires: _____