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JOHN J. VON STADEN, JR., P.A.

ATTORNEY AND COUNSELLOR AT LAW  
A PROFESSIONAL ASSOCIATION

CRITERION CENTRE  
29605 U.S. Highway 19 North, Suite 330  
Clearwater, Florida 33761  
(727) 726-5777  
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GENERAL CIVIL PRACTICE  
ELDER LAW

WILLS, TRUSTS AND ESTATE PLANNING  
PROBATE AND ADMINISTRATION

March 1, 1999

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

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-03/02/99-01043-007

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

Office Use Only

Re: Filing of Articles of Incorporation and Certificate Designating  
Registered Office and Registered Agent for:  
**WELBY CENTER, P.A. & TAMPA BAY BREAST CENTER, P.A.**

We are enclosing the original and one conformed copy of Articles of Incorporation and Certificate Designating the Registered Office and Registered Agent of Welby Center, P.A. and Tampa Bay Breast Center, P.A., organizing under the Florida Business Corporation Act.

Enclosed are two (2) checks each in the amount of \$78.75 made payable to the Florida Department of State which comprises payment of the following: (a) filing fee for articles of incorporation, (b) certified copy of articles of incorporation, and (c) the fee for designation of and acceptance by registered agent.

Please file the two (2) enclosed Articles of Incorporation and the Certificate Designating Registered Office and Agent, and return to us a certified copy of each of these Articles, certificate, and the stamped Designation Certificate, by regular mail addressed to the undersigned at the above letterhead address using the enclosed self-addressed stamped envelope.

If you should have any questions, please do not hesitate to call. Thank you for your assistance.

Very truly yours,

John J. Von Staden, Jr.

JVS:dk  
Enclosures

Dmc  
3/8/99

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99 MAR -2 AM 8:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION FOR  
A PROFESSIONAL SERVICE CORPORATION**

The undersigned natural person, competent and licensed to practice medicine in the State of Florida, acting hereby as incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of Section 607, Florida General Corporation Act, and Section 621, Florida Professional Service Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

**I. NAME OF CORPORATION**

The name of the corporation is: WELBY CENTER, P.A.

**II. DURATION**

The corporation shall have perpetual existence.

**III. PURPOSES**

The nature and purposes of the business to be transacted, promoted, and carried on by the corporation are as follows:

a. To engage in any and all aspects of the practice of medicine, and any or all of its fields of specialization, and to render such professional services, as are engaged in and rendered by duly licensed physicians, surgeons and doctors of medicine.

b. To engage and render such professional services only through those officers, agents and employees of the corporation who are physicians, surgeons and doctors of medicine in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as the corporation.

c. To invest the corporation's funds in real estate, mortgages, stocks, bonds, and any other type of investment permitted by law.

d. To own real and personal property necessary for the rendition of the professional services specified herein.

e. To engage in no other business other than the rendition of the professional services specified herein.

f. To do everything that is necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not prohibited under the laws of the State of Florida.

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TALLAHASSEE, FLORIDA

#### **IV. CAPITAL STOCK**

a. The maximum aggregate number of shares of capital stock that the corporation is authorized to have outstanding at any time shall be one thousand (1,000) shares of common voting stock. Such shares may not be divided into classes. Each such share shall have a par value of one dollar (\$1.00) per share.

b. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

c. Shares of the corporation's stock and certificates shall only be issued or transferred to, and held by, physicians, surgeons and doctors of medicine in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

d. All issued and outstanding shares of the corporation shall be subject to and shall conspicuously bear the restriction which provides that no shareholder of the corporation shall transfer his shares in the corporation prior to obtaining the written consent of all other shareholders of the corporation.

#### **V. INITIAL REGISTERED OFFICE AND AGENT AND MAILING ADDRESS**

The address of the corporation's initial registered office is: 29605 U.S. 19 North, Suite 330, Clearwater, FL 33761. The name of the corporation's initial registered agent at this address is: Bart Rademaker. The initial mailing address of the corporation is: 29605 U.S. Highway 19 North, Suite 330, Clearwater, Florida 33761.

#### **VI. INCORPORATORS**

The names and addresses of the incorporators are:

Bart Rademaker	29605 U.S. Highway 19 North, Suite 330 Clearwater, FL 33761
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#### **VII. INITIAL BOARD OF DIRECTORS**

The corporation shall have a board of directors consisting of one (1) person. The number of directors may be increased or decreased from time to time by a resolution adopted by a unanimous vote of the stockholders of the corporation, but shall never be less than one (1). The name and address of the initial director of this corporation is:

Bart Rademaker	29605 U.S. Highway 19 North, Suite 330 Clearwater, FL 33761
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## **VIII. INFORMAL DIRECTOR ACTION**

If all of the directors of the corporation severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be valid as though it had been authorized at a meeting of the board of directors.

## **IX. INFORMAL SHAREHOLDER ACTION**

Any action of the stockholders of the corporation may be taken without a meeting if consent in writing setting forth such action so taken is signed by all of the stockholders entitled to vote upon such action at a meeting, and such written consent is filed with the Secretary of the corporation as part of the corporate records.

## **X. SEVERANCE AND TERMINATION OF EMPLOYMENT**

If any officer, director, stockholder, agent or employee of the corporation becomes disqualified by law to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he shall forthwith sever all employment with, and all financial interests in, the corporation, and shall not thereafter participate or share in the profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any stockholder, purchase such stockholder's shares in the corporation and pay him all amounts lawfully owing and due him by the corporation, except that such shares shall not be entitled to dividends.

## **XI. INDEMNIFICATION**

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

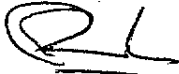
## **XII. AMENDMENT OF ARTICLES AND BYLAWS**

The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, consistent with the laws of the State of Florida governing a Professional Service Corporation, by a resolution adopted by unanimous vote of the board of directors and the unanimous vote and written consent of the stockholders of the corporation. The power to adopt, alter, amend or repeal the Bylaws of the corporation, or any amendment thereto, shall be vested in the board of directors by a majority vote, provided that the Bylaws shall not be inconsistent with either the Articles of Incorporation or the laws of the State of Florida governing a Professional Service Corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation in the State of Florida, this 1 day of March, 1999.




Bart Rademaker, Incorporator

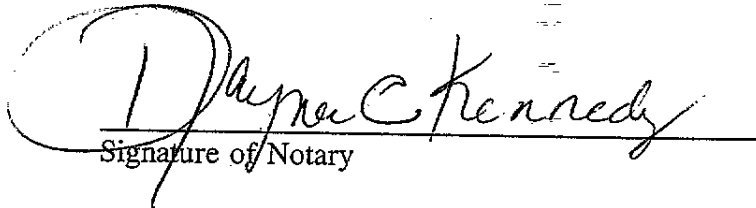


Bart Rademaker, Registered Agent

STATE OF FLORIDA:  
COUNTY OF PINELLAS:

The foregoing Articles of Incorporation were acknowledged before me this 1 day of March, 1999, by BART RADEMAKER, the Incorporator, who is either [ ] personally known to me or who has [ X ] produced a Wisconsin Driver License as identification and who did not take an oath.

SEAL  Dayna C Kennedy  
My Commission CC772081  
Expires October 16, 2002


  
Signature of Notary

## **Certificate Designating Registered Office and Registered Agent for Service of Process Within the State of Florida**

In compliance with Florida Statutes sections 48.091, 607.0501 and 607.0505, the following is hereby submitted:

That WELBY CENTER, P.A. desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation, located at 29605 U.S. Highway 19 North, Suite 330, Clearwater, Florida 33761, hereby designates and appoints Bart Rademaker as its registered agent to accept service of process at the aforesaid address, which address is hereby designated as the corporation's registered address for service of process within the State of Florida.

Executed in the State of Florida, this the 1 day of March, 1999.


  
Bart Rademaker  
Incorporator/Director

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

### **Acknowledgement and Acceptance**

Having been designated as registered agent to accept service of process for the above named corporation, at the registered office of the corporation designated in the Articles of Incorporation and this Certificate, I hereby agree to act in this capacity, acknowledge that I am familiar with, and accept, the obligations of this position, and further agree to comply with the duties and obligations imposed by, and in accordance with, the laws of the State of Florida relative to the proper and complete performance of my duties in this capacity.

Executed in the State of Florida, this the 1 day of March, 1999.

  
Bart Rademaker  
Registered Agent