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WRITER'S DIRECT LINE

March 12, 1999

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

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-03/16/99--01103--007
*****78.75 *****78.75

Re: CYNTHIA DAVIS, M.D., P.A.

Dear Sir/Madam:

Enclosed please find duplicate originals of the Articles of Incorporation of Cynthia Davis, M.D., P.A. and a check in the amount of \$78.75 made payable to the Secretary of State to cover filing fees. Please file these articles as quickly as possible. Then return the certified copy made by using the enclosed original, to Dr. Davis at 779 Medical Drive, Suite 3, Englewood, Florida 34223.

Thank you very much.

Very truly yours,

Cynthia Davis, M.D.
Cynthia Davis, M.D.

CD/encls

FILED
99 MAR 16 AM 8:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

CYNTHIA DAVIS, M.D., P.A.

FILED
99 MAR 16 AM 8:39
SECRETARY OF STATE
TALLAHASSEE FLORIDA

These Articles of Incorporation are signed by the incorporator for the purpose of forming a professional corporation under and, in all respects, in compliance with the Florida Business Corporation Act, Chapter 607, Florida Statutes, and the Professional Service Corporation and Limited Liability Company Act, Chapter 621, Florida Statutes.

1. Name. The name of the Corporation is:

Cynthia Davis, M.D., P.A.

2. Purposes. The purposes for which this corporation is organized are as follows:

To acquire, establish, own, maintain, manage, operate, conduct, carry on and engage in the practice of medicine, and to make any and all investments and/or own any and all property in the United States or elsewhere authorized or permitted by Chapter 621, Florida Statutes.

In the course or furtherance of such practice of medicine, to invest funds in real estate, mortgages, stocks, bonds or any other investments of any conceivable type whatsoever, and to own any real or personal property necessary or incidental to such practice of medicine.

In general, to do and perform any and all acts and things whatsoever which may be or become necessary, desirable, proper, convenient, connected with or related or incident to the foregoing purposes or powers but which are not forbidden by the laws of the State of Florida; provided, however, that this corporation shall not do any act or thing in conflict with any laws of the State of Florida applicable to the practice of medicine.

3. Principal Office. The principal office of the Corporation is:

779 Medical Drive
Suite 3
Englewood, Florida 34223

4. Mailing Address. The mailing address of the Corporation is:

779 Medical Drive
Suite 3
Englewood, Florida 34223

5. Authorized Shares. The Corporation is authorized to issue 10,000 shares of common stock having a par value of \$1.00 per share. No share shall be issued except upon payment to the Corporation of the par value of the share in cash or other consideration permitted by law as payment for shares.

6. Registered Agent and Office. The name of the initial registered agent and the address of the initial registered office of the Corporation is:

Cynthia Davis, M.D.
779 Medical Drive
Suite 3
Englewood, Florida 34223

By execution hereof, the undersigned accepts appointment as registered agent of the Corporation, and acknowledges that he is familiar with, and accepts, the obligations of that position.

7. Initial Board of Directors. The initial board of directors of the corporation shall be elected by the Incorporator at the first meeting of the Incorporator.

8. Incorporator. The name and address of the incorporator of the Corporation is:

Cynthia Davis, M.D.
779 Medical Drive
Suite 3
Englewood, Florida 34223

9. Bylaws. The initial bylaws of the Corporation shall be adopted by the incorporator or the board of directors. The power to alter, amend or repeal any bylaw shall be vested in the shareholders, except to the extent delegated by the shareholders to the board of directors.

10. Duration. The existence of this corporation shall commence upon the date of the filing of these articles with the state, and shall be perpetual.

11. Amendment. This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner now or hereafter prescribed by law, and any right conferred upon the stockholders is subject to this reservation.

12. Restriction. No shares of this corporation shall be issued except to an individual, a professional corporation, or a professional limited liability company who or which is duly licensed to practice medicine in the State of Florida.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 9th day of March, 1999.

Cynthia Davis, M.D.
Cynthia Davis, M.D.
Incorporator and Registered Agent

FILED
99 MAR 16 AM 8:39
TALLAHASSEE
SECRETARY OF STATE
FLORIDA

LAF-348012