

JOHN D. CASSELS, JR.  
LAURA ANN McCALL

LAW OFFICE OF  
**CASSELS & McCALL**

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April 14, 1999

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

**Re: KENNETH F. HAAS, M.D., P.A.**  
**Our File No: 8702**

400002843494--8  
-04/19/99--01049--007  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Dear Sir/Madam:

You will find enclosed herewith an *original* executed Articles of Incorporation for KENNETH F. HAAS, M.D., P.A., along with a copy of same. Also enclosed is our firms's trust check in the amount of \$78.75 to cover the following:

Filing Fee of Articles	\$35.00
Certified Copy of Articles	\$8.75
Certificate Designating Resident Agent	\$35.00

Please return the certified copy of the Articles, together with your Certification of Incorporation at your earliest convenience.

With kindest regards, I am

Sincerely,

  
JOHN D. CASSELS, JR.

JDC/sl  
Enclosures: As stated.  
cc: Dr. Kenneth F. Haas

FILED  
99 APR 19 PM 2:01  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION  
OF  
KENNETH F. HAAS, M.D., P.A.**

FILED  
99 APR 19 PM 2:01  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract and legally authorized to practice the profession of medicine in the State of Florida, hereby proceeds to form 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 KENNETH F. HAAS, M.D., P.A.

**ARTICLE II. PURPOSE AND NATURE OF BUSINESS**

The purposes for which the Corporation is formed and the nature of its business are as follows:

1. To engage in the practice of medicine as a professional corporation and to own and operate a medical clinic for the purposes of providing medical care and treatment.
2. To promote medical, surgical, and scientific research and knowledge; to furnish related laboratory and clinical services; and to own real and personal property, enter into contracts, and engage in any lawful business necessary for the rendering of such professional services.
3. To do everything necessary, proper, or convenient for the accomplishment of any of the purposes herein set forth, and to do every other act incidental thereto which is not prohibited by the laws of the State of Florida or by the provisions of these Articles of Incorporation.

The purposes of this Corporation shall be carried out only through officers, employees, and agents, each of whom is duly licensed or otherwise legally qualified to render professional medical services in the State of Florida.

**ARTICLE III. COMMENCEMENT & DURATION**

The commencement of this Corporation's existence shall be at the time of the filing of these Articles of Incorporation by the Secretary of State, State of Florida. The duration of the Corporation shall be have perpetual.

**ARTICLE IV. PRINCIPAL OFFICE AND RESIDENT AGENT**

The street address of the principal and initial registered office of the Corporation is 1930 Highway 441 North, Okeechobee, Florida 34972, and the name of its initial registered agent is

KENNETH F. HAAS. The Board of Directors may from time to time move the office to any other address in the State of Florida and change the registered agent.

#### ARTICLE V. DIRECTORS

The number of Directors of the Corporation shall be one (1), which number may be increased pursuant to the bylaws of the Corporation, but shall never be less than one (1). No person shall serve as a Director of the Corporation unless the person is duly licensed to practice medicine in the State of Florida. The Directors shall be elected by the shareholders of the Corporation. The name and street address of each person appointed to act as Directors until the first annual meeting or until their successors are duly chosen and qualified are as follows:

KENNETH F. HAAS  
Director

1930 Highway 441 North  
Okeechobee, Florida 34972

#### ARTICLE VI. CAPITAL STOCK

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is ONE THOUSAND (1,000) shares having a par value of \$1.00 per share. Such shares shall be of a single class of common stock. None of the shares of the Corporation may be issued to anyone other than an individual who is duly licensed or otherwise legally authorized to render professional medical services in the State of Florida.

#### ARTICLE VII. SUBSCRIBERS

The name and address of the subscriber, who is the incorporator of this Corporation, each of whom is duly licensed in the State of Florida to practice medicine, is as follows:

KENNETH F. HAAS  
Incorporator

1930 Highway 441 North  
Okeechobee, Florida 34972

#### ARTICLE VIII. RESTRAINT ON ALIENATION

No shareholder may sell or transfer his shares in the Corporation except to another individual who is eligible to be a shareholder of the Corporation under Florida law.

#### ARTICLE IX. DISQUALIFICATION

If any officer, director, shareholder, agent or employee of the Corporation who has been rendering professional medical service to the public becomes legally disqualified to render such services in the State of Florida, or accepts employment that places restrictions or limitations upon his or her continued rendering of such professional services, then the Corporation shall require him or her to comply with the Florida Professional Service Corporation Act by severing all employment with and financial interests in the Corporation.

ARTICLE X. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.



KENNETH F. HAAS, Incorporator

STATE OF NEW JERSEY

COUNTY OF MONMOUTH

On this 30 day of March, 1999, KENNETH F. HAAS, designated above as the individual who shall serve as the Corporation's incorporator, ( ) who is personally known to me, or ( ) who has produced KNOWN TO ME as identification, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles of Incorporation of KENNETH F. HAAS, M.D., P.A.



Signature of NOTARY PUBLIC

SUSAN L. GAETA  
Notary Public of New Jersey  
My Commission Expires May 17, 1999

Printed Name of NOTARY PUBLIC

My commission expires:

**CONSENT OF RESIDENT AGENT TO ACCEPT SERVICE**


I, KENNETH F. HAAS, hereby agree to be the resident agent for **KENNETH F. HAAS, M.D., P.A.** and further hereby agree to accept any and all correspondence directed to said corporation and addressed to the registered office at 1930 Highway 441 North, Okeechobee, Florida 34972. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for KENNETH F. HAAS, M.D. P.A.

  
KENNETH F. HAAS, Registered Agent

STATE OF NEW JERSEY

COUNTY OF MONMOUTH

On this 30 day of March, 1999, KENNETH F. HAAS, designated above as the individual who shall serve as the Corporation's initial registered agent, ( ) who is personally known to me, or ( ) who has produced KNOWN TO ME as identification, personally appeared before me at the time of notarization, and , after being given the oath, acknowledged signing these Articles of Incorporation of KENNETH F. HAAS, M.D., P.A.

  
Signature of NOTARY PUBLIC

SUSAN L. GAETA  
Notary Public of New Jersey  
My Commission Expires May 17, 1999

Printed name of NOTARY PUBLIC  
My commission expires:

FILED  
99 APR 19 PM 2:01  
STATE OF FLORIDA  
TALLAHASSEE