

TRANSMITTAL LETTER

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

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-05/10/99--01093--002  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

**SUBJECT:** COMPREHENSIVE PHYSICIAN ALLIANCE CORPORATION  
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for:

☐ \$70.00 Filing Fee  
☐ \$78.75 Filing Fee  
& Certificate of Status

☐ \$78.75 Filing Fee  
& Certified Copy  
☒ \$87.50 Filing Fee,  
Certified Copy  
& Certificate of  
Status  
**ADDITIONAL COPY REQUIRED**

**FROM:** CHARLES J. JACOBSON, INCORPORATOR  
Name (Printed or typed)  
2323 CURLEW ROAD, SUITE 7E  
Address  
PALM HARBOR, FLORIDA 34683  
City, State & Zip  
(727) 785-9800 or (800) 408-6468  
Daytime Telephone number

FILED  
99 MAY 10 AM 11:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**NOTE:** Please provide the original and one copy of the articles.

T. SMITH MAY 13 1999

**ARTICLES OF INCORPORATION**  
**OF**  
**COMPREHENSIVE PHYSICIAN ALLIANCE CORPORATION**

**ARTICLE I - NAME**

The name of the corporation is COMPREHENSIVE PHYSICIAN ALLIANCE CORPORATION Principal place of business 12995 S. Cleveland Ave., Ste. 206  
Ft. Myers, Fl. 33907

**ARTICLE II - DURATION**

This for-profit Corporation shall exist for a perpetual period.

**ARTICLE III - PURPOSE**

The purpose of this Corporation is to engage in any activities or business permitted under the laws of the United States and Florida. The corporation plans to establish an independent physicians' association with the primary focus to provide utilization review/management, administrative and contracting services to managed care organizations.

**ARTICLE IV - CAPITAL STOCK**

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 1,000,000 shares of common stock, having a par value of \$.01 per share.

**ARTICLE V - PREFERENCES, LIMITATIONS AND  
RELATIVE RIGHTS OF SHARES OF CAPITAL STOCK**

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

**ARTICLE VI - RESTRICTIONS ON TRANSFER OF STOCK**

Shares held by the initial shareholders may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this Corporation. The price and terms at which, and the time within which, such may be offered and sold shall be further specified by written agreement among all of the shareholders and this Corporation.

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## **ARTICLE VII - SHAREHOLDERS MEETING REQUIRED**

Any action of the shareholders of the Corporation may be taken at a meeting, or written action in lieu of a meeting, of shareholders of this Corporation, duly called as provided by law.

## **ARTICLE VIII - BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

## **ARTICLE IX - AMENDMENT**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

## **ARTICLE X - INITIAL BOARD OF DIRECTORS**

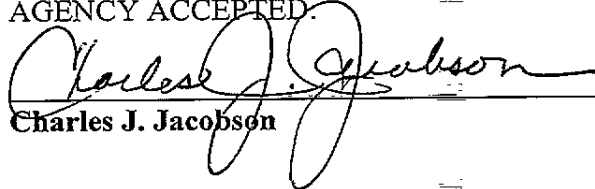
The initial Board of Directors shall consist of seven (7) members. The number of directors may be increased or decreased from time to time by vote of the shareholders, but in no case shall the number of directors be less than one (1). The names and addresses of the officers/directors constituting the initial Board of Directors are:

<u>Name</u>	<u>Address</u>
Larry Antonucci, M.D., President	12995 So. Cleveland Ave., Suite 206 Ft. Myers, Florida 33907
Stephen Zellner, M.D., Vice President	2675 Winkler Avenue, Suite 300 Ft. Myers, Florida 33901
Jane Simenson, M.D., Secretary/Treasurer	1501 Viscaya Way Cape Coral, Florida 33990

**ARTICLE XI - INITIAL REGISTERED OFFICE AND AGENT AND PRINCIPAL  
OFFICE ADDRESS**

The initial registered office of this Corporation shall be 2323 Curlew Road, Suite 7E, Palm Harbor, Florida 34683, and the initial registered agent of this Corporation at such office shall be **Charles J. Jacobson**, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

AGENCY ACCEPTED.

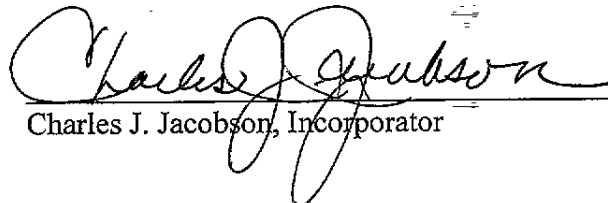
  
\_\_\_\_\_  
Charles J. Jacobson

**ARTICLE XII - INCORPORATOR**

The name and street address of the person signing these Articles of Incorporation is:

Name  
Charles J. Jacobson

Address  
2323 Curlew Road, Suite 7E  
Palm Harbor, Florida 34683

  
\_\_\_\_\_  
Charles J. Jacobson, Incorporator

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing Articles of Incorporation of COMPREHENSIVE PHYSICIAN  
ALLIANCE CORPORATION were acknowledged before me this 5<sup>th</sup> day of May,  
1999 BY Charles J. Jacobson, Incorporator.

Sharon M. Gray  
Notary Public

My Commission Expires:

