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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(25134/97001)

FLORIDA PROFIT CORPORATION OR P.A.

American Sinus Association, Inc.

Certificate of Status	0
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Fax Audit #H99000013714 3

**Articles of Incorporation
of**

AMERICAN SINUS ASSOCIATION, INC.

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ARTICLE I

Name and Duration

The name of the Corporation is American Sinus Association, Inc. The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Secretary of State.

ARTICLE II

Principal Office

The address of the principal office of the Corporation is 270 S. North Lake Blvd., Suite 1000, Altamonte Springs, Florida 32701.

ARTICLE III

Registered Office and Agent

The address of the registered office in the State of Florida is 270 S. North Lake Blvd., Suite 1000, Altamonte Springs, Orange County, Florida 32701. The name of the registered agent at such address is Kevin C. Powers.

ARTICLE IV

Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

Baker & Hostetler LLP
200 S. Orange Ave., Suite 2300
Orlando, FL 32801
407/649-4000

Fax Audit #H99000013714 3

Fax Audit #H99000013714 3

ARTICLE V

Capital Stock

1. The total number of shares of capital stock which the Corporation has the authority to issue is 10,000 shares of Common Stock ("Common Stock"), \$.01 par value per share.

ARTICLE VI

Incorporator

The name and mailing address of the incorporator of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
A.G.C. Co.	200 S. Orange Avenue, Suite 2300 Orlando, Florida 32801

ARTICLE VII

Board of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time as provided by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

3. The names and mailing addresses of the persons who shall serve as directors of the Corporation until the first annual meeting of the shareholders are as follows:

<u>Name</u>	<u>Address</u>
Kevin C. Powers	270 S. North Lake Blvd., Suite 1000, Altamonte Springs, Florida 32701
Timothy J. Powers	270 S. North Lake Blvd., Suite 1000, Altamonte Springs, Florida 32701

Fax Audit #H99000013714 3

ARTICLE VIII

Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE IX

Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE X

Indemnification

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

ARTICLE XI

Transfer of Shares

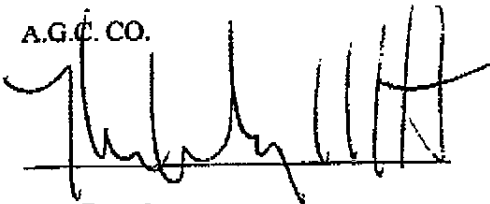
If, from time to time, a shareholders' agreement among all of the shareholders of the Corporation is in effect regarding the Subchapter S status of the Corporation pursuant to the Internal Revenue Code of the United States in effect from time to time, then transfers of the Corporation's Common Stock made not in accordance with such agreement, whether by operation of law or otherwise, are null and void ab initio.

Fax Audit #H99000013714 3

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

DATED at Orlando, Orange County, Florida, this 7 day of ^{June}~~May~~, 1999.

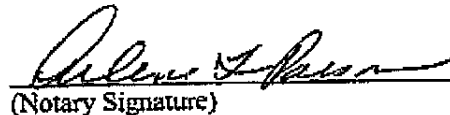
A.G.C. CO.



Vice President

STATE OF FLORIDA)
) SS.
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 7 day of ^{June}~~May~~, 1999, by Kenneth P. Wright as Vice President of A.G.C. Co., on behalf of the corporation. He is personally known to me or has produced _____ as identification.


(Notary Signature)

(NOTARY SEAL)

Arlene F. Paxon
(Notary Name Printed)
NOTARY PUBLIC
Commission No. _____



REGISTERED AGENT CERTIFICATE

In pursuance of the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

That AMERICAN SENUS ASSOCIATION, INC. desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Orlando, County of Orange, State of Florida, has named Kevin C. Powers, located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said statute relative to keeping open said office, and further states he is familiar with §607.0501, Florida Statutes

DATED: ^{June}~~May~~ 2, 1999


Kevin C. Powers

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