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TRANSMITTAL LETTER

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

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-06/07/99--01127--004
*****78.75 *****78.75

SUBJECT: ADVANCED PULMONARY MEDICINE CENTERS, P.A.
(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: OSAMA S. KAYALI
Name (Printed or typed)

8034 DEERWOOD CIRCLE
Address

TAMPA, FL 33610
City, State & Zip

(813) 663-8241
Daytime Telephone number

FILED
JUN -7 AM 7:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

CB
6-10-99
6

ARTICLES OF INCORPORATION OF ADVANCED PULMONARY MEDICINE CENTERS, P.A.

The undersigned incorporator, MOHAMAD NAEM SHAHROUR, M.D., to these Articles of Incorporation, being a natural person competent to contract, and duly licensed to render services as a doctor of medicine under the laws of the state of Florida, hereby form a corporation for profit under the Professional Service Corporation Act and other laws of the State of Florida.

ARTICLE 1 - NAME

The name of the Corporation is **ADVANCED PULMONARY MEDICINE CENTERS, P.A.**, hereinafter referred to as the "Corporation".

ARTICLE 2 - PURPOSE OF CORPORATION

The general nature of the business to be transacted by this Corporation is:

To engage in every phase and aspect of the business of rendering the same professional services to the public that a doctor of medicine, duly licensed under the laws of the state of Florida, is authorized to render, but such professional service shall be rendered only through officers, employees and agents of this corporation who are duly licensed under the laws of the State of Florida to perform said services.

ARTICLE 3 - PRINCIPAL OFFICE

The principal office of the Corporation is **10441 Quality Drive, Suite 302 - Spring Hill, FL 34609**. The Corporation may maintain offices and/or transact business at other locations, either within or without the State of Florida.

ARTICLE 4 - DURATION

The Corporation shall have perpetual existence, commencing with the filing of these Articles of Incorporation.

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TALLAHASSEE, FLORIDA

ARTICLE 5 - INCORPORATORS

The name and mailing addresses of the incorporator is: _____

Incorporator's Name

Incorporator's Address

Mohamad Naem Shahrour

2270 Lema Drive
Spring Hill, FL 34609

ARTICLE 6 - OFFICERS

The officers of the corporation shall be: _____

President:	Mohamad N. Shahrour
Vice President:	Mohamad N. Shahrour
Secretary:	Mohamad N. Shahrour
Treasurer:	Mohamad N. Shahrour

Whose addresses shall be: 2270 Lema Drive
Spring Hill, FL 34609

ARTICLE 7 - DIRECTORS

The number of directors constituting the Board of Directors of the Corporation is **TWO (2)**: The Directors of the Corporation Shall be:

Mohamad N. Shahrour
Ghiath Mahmalji

Whose addresses shall be the same as the principal office of the Corporation.

ARTICLE 8 - CORPORATE CAPITALIZATION

The Corporation is authorized to issue only one class of shares of stock which shall be designated Common Stock. The total number of shares the Corporation shall have authority to issue is **THREE HUNDRED THOUSAND (300,000)** shares, each share to have a par value of **ONE DOLLAR (\$1.00)**.

ARTICLE 9 - SUB-CHAPTER S CORPORATION

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

ARTICLE 10 - SHAREHOLDERS' RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

ARTICLE 11 - POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 12 - REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto.

ARTICLE 13 - NO PERSONAL Liability

The private property of the stockholders shall not be subject to the payment of corporate debts.

ARTICLE 14 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Corporation is located at **10441 Quality Drive, Suite 302**, Spring Hill, Florida 34609. The name and address of the registered agent of this Corporation is Mohamad N. Shahrour, 2270 Lema Drive, Spring Hill, Florida 34609.

ARTICLE 15 - BY LAWS

The Board of Director(s) of the Corporation shall have power, with the assent of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE 16- EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 17- AMENDMENT

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

ARTICLE 18 - FISCAL YEAR

The fiscal year of the Corporation shall be from January 1 to December 31 of each year.


IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, on this 5TH day of JUNE, 1999.


Mohamad N. Shahrour, Incorporator

FILED
99 JUN -7 AM 7:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

Having been named a registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.


Mohamad N. Shahrour