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\*\*BOARD CERTIFIED REAL ESTATE LAWYER

File No.: 8854

July 2, 1999

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

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-07/06/99--01079--019  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

FILED  
99 JUL -6 PM 12:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RE: *KIRK E. MAES, M.D., P.A., Inc.*

Dear Representative:


Enclosed for filing with your office are the original Articles of Incorporation for *KIRK E. MAES, M.D., P.A.* This firm's check in the amount of \$78.75, representing payment of the following fees, is also enclosed:

1.	Filing Fee	35.00
2.	Registered Agent Designation	35.00
3.	Certified Copy	8.75
	<b>Total</b>	<b>\$ 78.75</b>

An extra copy of the Articles of Incorporation for *KIRK E. MAES, M.D., P.A.* is enclosed for your use in providing our office with a certified copy once the Articles have been filed.

Should you have any questions regarding this matter, please do not hesitate to contact me.

Very truly yours,

  
Sheila Hostetler  
for Cynthia L. Cambron, Esquire

sh  
Enclosures  
cc: File

Sheila Hostetler GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT ARTICLE I  
DATE 7-14-99  
DOC. EXAM (AS)

**ARTICLES OF INCORPORATION**  
**OF**  
**KIRK E. MAES, M.D., P.A.**  
**PROFESSIONAL ASSOCIATION**

FILED  
99 JUL -6 PM 12: 27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, being a natural person competent to contract, hereby presents these Articles for the formation of a corporation under the provisions of Chapter 621, Florida Statutes, known as the Professional Service Corporation Act, and other laws of the State of Florida.

**ARTICLE I**

**NAME**

The name of this corporation is **KIRK E. MAES, M.D., P.A.**

The principle address:  
3355 Ocean Drive  
Vero Beach, FL 32963

**ARTICLE II**

**PURPOSE OF BUSINESS AND POWERS OF CORPORATION**

The general purpose of the business to be transacted, promoted and carried on by this corporation and the powers of this corporation are:

- (1) To render professional medical services to the general public in every phase, aspect and manner that a physician, duly licensed under the laws of the State of Florida, is authorized to render, but such professional services shall be rendered only through officers, employees and agents who are duly licensed or otherwise duly authorized to render such professional services within the State of Florida as a physician.
- (2) To invest the funds of this corporation in real estate, mortgages, stocks, bonds or any other type of investment, and to own real and personal property necessary for the rendering of the professional services set out herein.

- (3) To do any and everything necessary, suitable, convenient and proper for the accomplishment of any of the purposes or attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation, or any amendment thereof, necessary or incidental to the protection and benefit of the corporation, with all of the powers now or hereafter conferred by the laws of the State of Florida upon professional service corporations; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this corporation as otherwise permitted by law.

### ARTICLE III

#### AUTHORIZED SHARES

The maximum number of shares of that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having a par value of \$1.00 per share, each and all of which shall be paid for in lawful money of the United States of America or in property, labor or services; provided further that where said stock is paid for in or by labor, property or services, such valuation shall be fixed by the incorporators or by the Board of Directors in the amount provided for by Statute and the stock shall be fully paid and non-assessable. This corporation shall not issue any of its capital stock to anyone other than an individual who is duly licensed or otherwise legally authorized to render the same professional services as those for which this corporation is incorporated.

### ARTICLE IV

#### TERM OF EXISTENCE

This corporation is to exist perpetually unless sooner dissolved according to law.

**ARTICLE V**  
**PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation, to include treasury shares and authorized but unissued shares, of the same kind, class or series, as to that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VI**  
**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is: 3355 Ocean Drive, Vero Beach, Florida 32963, and the name of the initial registered agent of this corporation at that address is: CYNTHIA L. CAMBRON, ESQ.

**ARTICLE VII**  
**INITIAL BOARD OF DIRECTORS**

This corporation shall have (1) director(s) initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than (1). It shall not be required that the directors be stockholders of the corporation; however, all directors shall be required to possess the same professional qualifications as shareholders are required to possess. The name and address of the initial director(s) of this corporation are:

**NAME:**

**ADDRESS:**

KIRK E. MAES, M.D.

3355 Ocean Drive  
Vero Beach, Florida 32963

**ARTICLE VIII**

**INCORPORATOR**

The name(s) and address(es) of the person(s) signing these Articles are:

**NAME:**

**ADDRESS:**

KIRK E. MAES, M.D.

3355 Ocean Drive  
Vero Beach, Florida 32963

**ARTICLE IX**

**VOTING TRUSTS**

No shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

**ARTICLE X**

**RESTRAINT ON ALIENATION OF SHARES**

The Board of Directors is hereby specifically authorized to adopt Bylaws restraining the alienation of shares and providing for the purchase or redemption by the corporation of its shares; provided, however, that such provisions dealing with the purchase or redemption by the corporation of its shares may not be invoked at a time or in a manner that would impair the capital of the corporation except to another individual who is eligible to be a shareholder of the corporation, and such sale or transfer may be made only after the same shall have been approved by no less than a majority of the outstanding stock. If any officer, shareholder, director, agent, or employee of this corporation who has been rendering professional services to the public shall become legally disqualified to render such professional services within the State, or shall be elected to office or shall accept employment which, pursuant to existing laws, shall place restrictions or limitations upon his continuing the rendering of such professional services, then he shall sever all employment with, and

financial interest in, this corporation forthwith, and such shareholder's shares shall immediately become subject to purchase by this corporation in accordance with the Bylaws adopted by the Board of Directors.

## ARTICLE XI

### AMENDMENT

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

## ARTICLE XII

### POWES

All of the corporate powers set forth in the Florida General Corporation Act and in the Professional Service Corporation Act shall be applicable to this corporation except that if any of the provisions of the Professional Service Corporation Act are interpreted to be in conflict with the Florida General Corporation Act, the provisions as set forth in the Professional Service Corporation Act shall take precedence.

## ARTICLE XIII

### INDEMNIFICATION

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

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation, this 29 day of June, 1999.

  
\_\_\_\_\_  
KIRK E. MAES, M.D.

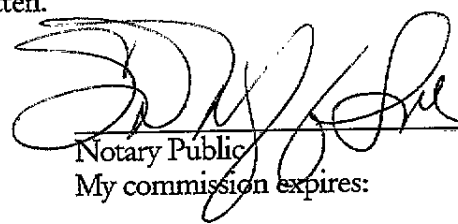
STATE OF Pennsylvania  
COUNTY OF Philadelphia

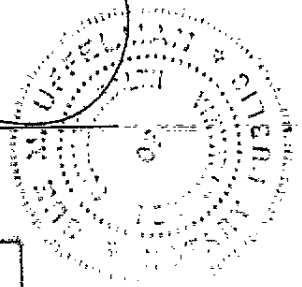
BE IT REMEMBERED, that on this 29 day of June, 1999,  
personally appeared before me, a Notary Public, authorized to take acknowledgments in the State  
and County set forth above, personally appeared, KIRK E. MAES, M.D., who:

- has/have produced PADL as identification; or
- is/are personally known to me

to be the person(s) who executed the foregoing Articles of Incorporation, and who has/have jointly  
and severally taken an oath and acknowledged before me that he/she/they executed those Articles  
of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the State and County  
last aforesaid on the day and year last above written.

  
Notary Public  
My commission expires:



NOTARIAL SEAL  
SUE M. UFFELMAN, Notary Public  
City of Philadelphia, Philadelphia County  
My Commission Expires Aug 1, 2000

**ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT**

The undersigned hereby accepts the designation of registered agent on behalf of KIRK E. MAES, M.D., P.A.

  
CYNTHIA L. CAMBRON, ESQ.

FILED  
99 JUL -6 PM 12: 27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA