





FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

September 13, 1999

MICHAEL BESSOS M.D.  
9934 SOUTHERN OAK LN.  
JUPITER, FL 33478

SUBJECT: TLC PEDIATRICS, P.A.  
Ref. Number: W99000020961

We have received your document for TLC PEDIATRICS, P.A. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6995.

Wanda Cunningham  
Document Specialist

Letter Number: 399A00044955

**ARTICLES OF INCORPORATION  
OF  
TLC PEDIATRICS, P.A.**

FILED  
99 SEP 27 PM 2:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned natural person, competent and licensed to practice medicine in the State of Florida, acting hereby as Incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of Section 607, Florida Business Corporation Act, and Section 621, Florida Professional Service Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

**I**

***Name of Corporation, Principal Office and Mailing Address***

The name of this Corporation shall be TLC Pediatrics, P.A. The principal office of this Corporation shall be 2151 45th Street, Suite 210, West Palm Beach, FL 33407. The mailing address of the Corporation shall be 9334 Southern Oak Lane, Jupiter, FL 33478.

**II**

***Purposes***

The general nature and purposes of business to be transacted, promoted and carried on by the Corporation are as follows:

A. To engage in the practice of medicine as a professional corporation and to own and operate a medical clinic or medical office for the purposes of providing medical care and treatment.

B. 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.

C. To do everything necessary, proper, or convenient for the accomplishment of any of the purposes set forth in these Articles, and to do every other act incidental to the corporate purposes which is not forbidden 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.

### **III**

#### ***Capital Stock***

A. The maximum number of shares of stock that the Corporation is authorized to have outstanding at any time shall be one thousand five hundred (1,500) shares of common stock at One Hundred (\$100.00) Dollars par value.

B. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

C. Shares of the Corporation's stock and certificates shall be issued only to physicians or professional associations wholly owned by physicians in good

standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this Corporation.

#### ***IV***

#### ***Duration***

The Corporation shall have perpetual existence.

#### ***V***

#### ***Registered Agent***

The address of this Corporation's initial registered office is 9334 Southern Oak Lane, Jupiter, Florida 33478, and name of its initial Registered Agent at said address is Michael Bessos.

#### ***VI***

#### ***Incorporator***

The name and address of the Incorporator is as follows:

Michael Bessos, M.D.  
9334 Southern Oak Lane  
Jupiter, FL 33478

#### ***VII***

#### ***Board of Directors***

The Corporation shall have a Board of Directors consisting of one (1) person. The number of Directors may be increased or decreased from time to

time by a resolution of the majority of the Stockholders but shall never be less than one (1). The names and addresses of the initial Directors of the Corporation are:

Michael Bessos, M.D.  
9334 Southern Oak Lane  
Jupiter, FL 33478

## ***VIII***

### ***Informal Shareholder Action***

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the Corporation as part of the corporate records.

## ***IX***

### ***Severance and Termination of Employment***

If any officer, director, stockholder, agent or employee of this Corporation becomes legally disqualified to render the professional services for which the Corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he or she shall forthwith sever all employment with the Corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the Corporation on account of professional services. The Corporation shall forthwith, upon such disqualification of any shareholder, purchase such

shareholder's shares and pay him or her all amounts owing and lawfully due to him by the Corporation, except that such shares shall not be entitled to dividends.

## **X**

### ***Informal Director Action***

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the Corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

## **XI**

### ***Indemnification***

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

## **XII**

### ***Bylaw Amendment***

The power to adopt, alter, amend or repeal the Bylaws of this corporation shall be vested in the Board of Directors and Stockholders provided that such

amendment be in compliance with the laws of Florida governing a Professional Service Corporation.

***In Witness Whereof***, the undersigned Incorporator and Registered Agent has executed these Articles of Incorporation this 21<sup>st</sup> day of September, 1999. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.

By: Michael Bessos  
**MICHAEL BESSOS**  
Incorporator/Registered Agent