

# P99000085768

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A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

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September 21, 1999

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°ALSO ADMITTED TO OHIO BAR

Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

RE: ANTILLES EMERGENCY GROUP, P.A.

800002995798--4  
-09/24/99--01019--018  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Dear Sir or Madam:

Please find enclosed the original and one copy of the Articles of Incorporation for the above corporation, as well as the Designation of Registered Agent. Also enclosed is our firm's check in the amount of \$78.75, representing the \$35.00 filing fee, \$8.75 certified copy fee, and \$35.00 registered agent designation.

At such time as the Articles have been filed, please return the certified copy to our office. If there are any questions, please do not hesitate to contact me.

Very truly yours,

  
DANIEL P. OSTERNDORF

DPO/pjc  
Enclosures

cc: Frank Cantrell

Daniel Osterndorf GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT VI  
DATE 9-28-99  
DOC. EXAM OK

FILED  
1999 SEP 24 PM 2:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

9/28  
333

FILED  
1999 SEP 24 PM 2:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES**  
**OF**  
**INCORPORATION**

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 General Corporation Act, and Section 621, Florida Professional Service Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

**ARTICLE I**

The name of the corporation shall be:

**ANTILLES EMERGENCY GROUP, P.A.**

**ARTICLE II**

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

To engage in every aspect in the practice of medicine, and all its fields' of specialization, as are engaged in by licensed physicians.

To engage and render the professional services involved only through its officers, agents and employees who shall be in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.

To invest its funds in real estate, mortgages, stocks, bonds and any other type of

investments permitted by law.

To engage in no other business other than the rendition of the professional services specified herein.

To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

### **ARTICLE III**

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 1000 shares of common stock, at \$1.00 per share par value. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

Shares of the corporation's stock and certificates shall be issued only to attorneys in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

### **ARTICLE IV**

The corporation shall have perpetual existence.

### **ARTICLE V**

The amount of capital with which this corporation shall begin is not less than Five Hundred (\$500.00) Dollars.

### **ARTICLE VI**

The address of this corporation's initial registered office and the name of its initial registered agent at said address is: Frank T. Cantrell, PMB #118, 380 S. State Road 434, Suite

1004, Altamonte Springs, Florida 32174-3866, also the same for the principal place of business.

#### **ARTICLE VII**

The name and address of the Incorporator is as follows: Frank T. Cantrell, PMB #118, 380 S. State Road 434, Suite 1004, Altamonte Springs, Florida 32174-3866

#### **ARTICLE VIII**

The corporation shall have a Board of Directors consisting of one 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. The names and addresses of the initial Directors of this corporation are: Frank T. Cantrell, PMB #118, 380 S. State Road 434, Suite 1004, Altamonte Springs, Florida 32174-3866

#### **ARTICLE IX**

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.

#### **ARTICLE X**

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 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 all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

#### **ARTICLE XI**

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.

#### **ARTICLE XII**

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

#### **ARTICLE XIII**

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 has executed these Articles of Incorporation in State of Florida, this 21 day of September, 1999.

  
Incorporator

**ACCEPTANCE OF REGISTERED AGENT**

The undersigned having been named to accept Service of Process for **ANTILLES EMERGENCY GROUP, P.A.**, at the place designated in Article VI of the Articles of Incorporation, hereby accepts the obligations as Registered Agent and agrees to comply with the provisions of Section 607.0505, Florida Statutes, relative to keeping open said office.

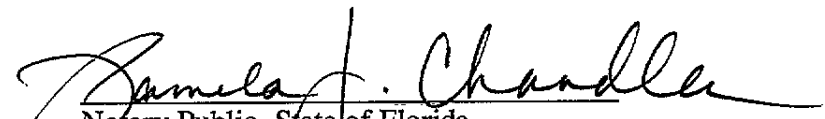
  
FRANK T. CANTRELL

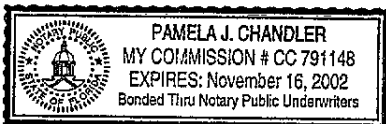
**STATE OF FLORIDA**

**COUNTY OF** Orange

Before me, the undersigned authority, personally appeared FRANK T. CANTRELL, well known to be the person described in, or who produced Drivers License as identification, and who subscribed the foregoing Articles of Incorporation as the Incorporator, and he freely and voluntarily acknowledged before that he executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Orlando, FL, Orange County, in said County and State, this 21<sup>st</sup> day of September, 1999.

  
Notary Public, State of Florida  
My Commission Expires:



FILED  
1999 SEP 24 PM 2:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA