

PLEAT & ASSOCIATES, P.A.

ATTORNEYS AT LAW

DAVID BRAND PLEAT\*  
R. LANE LYNCHARD, LL.M.  
SABRINA A. BISORDI†  
TIMOTHY A. WEAVER

\*ALSO ADMITTED IN D.C. & MD.  
†ALSO ADMITTED IN CA

4477 LEGENDARY DRIVE  
SUITE 202  
DESTIN, FLORIDA 32541  
(850) 650-0599  
FAX (850) 650-4402  
E-MAIL: pleat@nuc.net

October 12, 1999

Florida Department of State  
Division of Corporations  
New Filing Section  
409 E. Gaines Street  
Tallahassee, FL 32399

000003017090--6  
-10/18/99--01093--017  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

RE: Articles of Incorporation - Jerry D. Leventhal, M.D., P.A.

Dear Sir or Madam:

Enclosed are the original Articles of Incorporation for Jerry D. Leventhal, M.D., P.A. together with the acceptance of R. Lane Lynchard as Registered Agent. Also enclosed is a check in the amount of \$78.75 to cover the costs of incorporation. Please feel free to call me if you have any questions.

Sincerely,

*Tanya P. Killgore*

Tanya P. Killgore  
Legal Assistant to R. Lane Lynchard

/tpk  
Enclosures

FILED  
99 OCT 18 PM 12:21  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

CB  
10-20-99  
4

**ARTICLES OF INCORPORATION**

**OF**

**Jerry D. Leventhal, M.D., P.A.**

The undersigned subscriber to these Articles of Incorporation, being duly licensed to practice medicine under the laws of the state of Florida, adopts these articles to form a corporation under the Professional Service Corporation and Limited Liability Company Act, F.S. Chapter 621, and other laws of the state of Florida.

**ARTICLE I  
NAME**

The name of the professional service corporation is Jerry D. Leventhal, M.D., P.A.

**ARTICLE II  
PRINCIPAL OFFICE**

The principal office and mailing address of this corporation is 8465 Navarre Parkway, Suite 12, Navarre, Florida, 32566.

**ARTICLE III  
PURPOSE**

The professional service corporation is formed to engage in every phase and aspect of the practice of medicine. In addition, the corporation may invest the funds of the professional service corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and own real and personal property necessary for the rendering of said professional services.

**ARTICLE IV  
TERM OF EXISTENCE**

The professional service corporation shall have perpetual existence starting on the date these Articles of Incorporation are filed with the Florida Department of State.

**ARTICLE V  
CAPITAL STOCK**

The capital stock of the professional service corporation shall be 1,000 shares of common stock, all of one class, having a par value of \$1.00 per share.

None of the shares of the professional service corporation may be issued to anyone other than an individual duly licensed to practice medicine in the state of Florida.

FILED  
99 OCT 18 PM 12:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE VI  
REGISTERED OFFICE AND AGENT**

The address of the initial registered office of this professional service corporation is 4477 Legendary Drive, Suite 202, Destin, Florida 32541. The name of the initial registered agent at that address is R. Lane Lynchard.

I hereby accept the appointment as Registered Agent and am familiar with the duties and responsibilities as Registered Agent of said corporation.

  
R. Lane Lynchard

FILED  
99 OCT 18 PM 12:21  
SECRETARY  
FLORIDA

**ARTICLE VII  
BOARD OF DIRECTORS**

The business of the corporation shall be managed by its board of directors. The initial board of directors shall consist of 1 member. The name and address of the member of the first board of directors is:

Name  
Jerry D. Leventhal, M.D.

Address  
8465 Navarre Parkway, Suite 12  
Navarre, Florida, 32566

**ARTICLE VIII  
SUBSCRIBER**

The name and address of the person signing these Articles of Incorporation as subscriber is:

Name  
Jerry D. Leventhal, M.D.

Address  
8465 Navarre Parkway, Suite 12  
Navarre, Florida, 32566

**ARTICLE IX  
RESTRAINT ON ALIENATION OF SHARES**

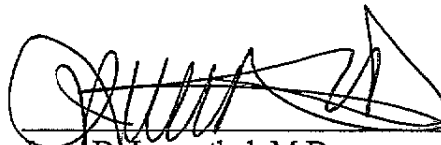
The shareholders of the professional service corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of the shareholders of the professional service corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the professional service corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well

as the relevant terms, conditions, and details, of the disposition shall be determined by the shareholders of the professional service corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of the professional service corporation may sell or transfer stock in the corporation except to another individual who is eligible to be a shareholder of the professional service corporation, and the sale or transfer may be made only after it has been approved at a shareholder meeting especially called for that purpose. If any shareholder becomes legally disqualified to practice law in the state of Florida, is elected to a public office, or accepts employment that places restrictions or limitations on the continuous rendering of such professional services, that shareholder's shares of stock shall immediately become subject to purchase by the professional service corporation in accordance with the bylaws adopted by the shareholders.

### ARTICLE X AMENDMENT

The corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

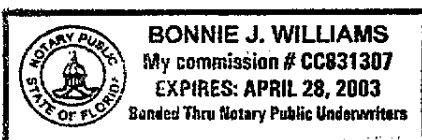
IN WITNESS WHEREOF, the undersigned subscriber executed these articles of incorporation on this 7<sup>th</sup> day of October, 1999.

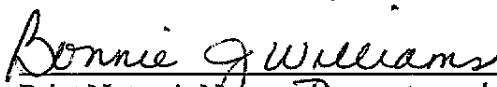
  
Jerry D. Leventhal, M.D.

STATE OF FLORIDA  
COUNTY OF SANTA ROSA

BEFORE ME the undersigned authority, personally appeared Jerry D. Leventhal, M.D., who produced Dr. Leventhal's Lic. as identification and who is to me well known to be the person described in and who subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, at Nassau, in said County and State this 7 day of October, 1999.



  
Print Notary's Name: Bonnie J. Williams  
Notary Public, State of Florida

DR. Lic. L 153-424-52-422-0