

CAPITAL CONNECTION, INC.

• 417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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99 OCT 27 PM 12:43

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Preferred Professional
Anesthesia, P.A.

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*****78.75 *****78.75

Signature _____

Requested by: LS

Name _____

Walk-In _____

Date 10/27/99

Time 10:12

Will Pick Up PH

- ☒ Art of Inc. File _____
- ____ LTD Partnership File _____
- ____ Foreign Corp. File _____
- ____ L.C. File _____
- ____ Fictitious Name File _____
- ____ Trade/Service Mark _____
- ____ Merger File _____
- ____ Art. of Amend. File _____
- ____ RA Resignation _____
- ____ Dissolution / Withdrawal _____
- ____ Annual Report / Reinstatement _____
- ☒ Cert. Copy _____
- ____ Photo Copy _____
- ____ Certificate of Good Standing _____
- ____ Certificate of Status _____
- ____ Certificate of Fictitious Name _____
- ____ Corp Record Search _____
- ____ Officer Search _____
- ____ Fictitious Search _____
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- ____ UCC 1 or 3 File _____
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- ____ UCC 11 Retrieval _____
- ____ Courier _____

RECEIVED
99 OCT 27 AM 10:26
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ARTICLES OF INCORPORATION

FILED

OF

99 OCT 27 PM 12:43

PREFERRED PROFESSIONAL ANESTHESIA, P.A.

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned natural person, acting as Incorporator, for the purpose of forming a Professional Service Corporation for profit under the provisions of Chapter 607, Florida Business Corporation Act, and Chapter 621, Professional Service Corporation and Limited Liability Company Act, of the Florida Statutes; does hereby adopt the following Articles of Incorporation:

**ARTICLE ONE
NAME**

1.1 The name of the Corporation is **PREFERRED PROFESSIONAL ANESTHESIA, P.A.**

**ARTICLE TWO
DURATION**

2.1 The term of existence of the Corporation is perpetual.

**ARTICLE THREE
PURPOSES**

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

3.1.1 To engage in every aspect in the practice of medicine, particularly Anesthesiology and all its related fields, as are engaged in by medical physicians.

3.1.2 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 services as the Corporation.

3.1.3 To invest its funds in real estate, mortgages, stocks, bonds or any other type of investments permitted by law.

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

3.1.5 To do everything necessary and proper to accomplish the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State

of Florida and the United States.

**ARTICLE FOUR
CAPITAL STOCK**

4.1 The aggregate number of shares which the Corporation has authority to issue is one hundred thousand (100,000) shares, all of which shall be common shares with par value of One Cent (\$0.01).

4.2 Shares and stock certificates shall be issued only to Anesthesiologists in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as the Corporation.

**ARTICLE FIVE
INITIAL REGISTERED AGENT AND ADDRESS**

5.1 The name of the initial registered agent of the Corporation is **RICHARD C. MIGLIACCIO, ESQ.** The street address of the initial registered office of the Corporation is 660 West Fairbanks Avenue, Winter Park, Florida 32789.

**ARTICLE SIX
PRINCIPAL OFFICE**

6.1 The street address of the principal office of the Corporation is 1870 Aloma Avenue, Suite 230, Winter Park, Florida 32789.

6.2 The mailing address of the Corporation is 1870 Aloma Avenue, Suite 270, Winter Park, Florida 32789.

**ARTICLE SEVEN
INCORPORATOR**

7.1 The name and address of the Incorporator is **RICHARD C. MIGLIACCIO, ESQ.**, 660 West Fairbanks Avenue, Winter Park, Florida 32789.

**ARTICLE EIGHT
INDEMNIFICATION**

8.1 The Corporation shall have the power to indemnify, to the fullest extent permitted by law, its directors, officers, employees and agents.

**ARTICLE NINE
AMENDMENT OF ARTICLES**

9.1 The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the stockholders is subject to this reservation.

**ARTICLE TEN
SEVERANCE AND TERMINATION OF EMPLOYMENT**

10.1 If any officer, director, stockholder, agent or employee of the Corporation should become legally disqualified to render the professional services for which the Corporation is organized, or accepts employment which places restrictions or limitations on his/her continued rendering of such professional services, he/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, upon such disqualification of any stockholder, shall forthwith purchase such stockholder's shares and pay him/her all amounts owing and lawfully due to him/her by the Corporation, except that such shares shall not be entitled to dividends.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in the State of Florida, this 26 day of OCTOBER, 1999.

Richard C. Migliaccio
RICHARD C. MIGLIACCIO, ESQ.
Incorporator

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OCT 27 PM 12:43
CLERK OF STATE
TALLAHASSEE, FLORIDA

Having been named Registered Agent for **PREFERRED PROFESSIONAL ANESTHESIA, P.A.**, I hereby agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0505, Florida Statutes (1997).

October 26, 1999
Date

Richard C. Migliaccio
RICHARD C. MIGLIACCIO, ESQ.
Registered Agent