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SHEPPARD, BRETT, STEWART & HERSCH, P.A.

ATTORNEYS AT LAW

*Firm Established 1924*

**MAIN OFFICE:**

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FORT MYERS, FLORIDA 33901  
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**PLEASE REPLY TO:**

POST OFFICE DRAWER 400  
FORT MYERS, FL 33902

**SOUTH LEE COUNTY OFFICE:**

16521 SAN CARLOS BLVD. #104-D  
FORT MYERS, FLORIDA 33908  
(941) 489-1277 PHONE  
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OF COUNSEL  
JOHN W. SHEPPARD \*

\* BOARD CERTIFIED: WILLS, TRUSTS & ESTATES  
† LLMTAXATION  
• CERTIFIED PUBLIC ACCOUNTANT (FL)  
• ALSO ADMITTED IN SOUTH CAROLINA  
+ ALSO ADMITTED IN IOWA

JOHN K. WOOLSLAIR (1908-1968)  
W. A. SHEPPARD (1898-1971)

November 3, 1999

Corporate Records Bureau  
Division of Corporations  
Department of State  
409 E. Gaines Street  
P. O. Box 6327  
Tallahassee, Florida 32301

100003035241--2  
-11/04/99--01067--018  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: FRANK E. CAMPANILE, M.D., P.A.

Dear Sirs:

Enclosed herewith are proposed Articles of Incorporation in reference to the captioned corporation. Also enclosed is our check in the amount of \$78.75 to cover the following:

Filing Fee	\$ 35.00
Certified Copy of Charter	\$ 8.75
Resident Agent Fee	\$ 35.00
	\$ 78.75

If the Articles of Incorporation meet with your approval, we will appreciate your executing and sending to the undersigned a Certificate of Incorporation.

Very truly yours,

SHEPPARD, BRETT, STEWART & HERSCH, P.A.

  
Jay A. Brett

JAB:dlb

Enclosures

cc: Dr. Frank E. Campanile

B-3087

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99 NOV -4 PM 4:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. Burch NOV 5 1999

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99 NOV -4 PM 4:06

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

FRANK E. CAMPANILE, M.D., P.A.

THE UNDERSIGNED, FRANK E. CAMPANILE, M.D., hereby executes this document for the purposes of becoming incorporated as a professional corporation under Chapter 621, Florida Statutes under the following proposed Certificate of Incorporation:

ARTICLE I

The name of this Corporation is FRANK E. CAMPANILE, M.D., P.A.

ARTICLE II

The professional service corporation is formed to engage in every phase and aspect of the practice of medicine, including but not limited to plastic, reconstructive and cosmetic surgery. 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 professional services.

ARTICLE III

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any time is One Thousand (1,000) shares of common stock of the same class and at One Dollar (\$1.00) par value. 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.

ARTICLE IV

Every shareholder, upon the sale for cash of any stock of this Corporation of the same class as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V

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

ARTICLE VI

The Corporation is to have perpetual existence commencing upon the date of execution of these Articles of Incorporation with the Secretary of State.

ARTICLE VII

The address of the principal office of the Corporation in this State is: 15054 Tamarind Cay Court, Unit #708, Fort Myers, Florida 33908, and the name of the initial registered agent of this Corporation at that address is: FRANK E. CAMPANILE, M.D.

ARTICLE VIII

The number of Directors of this Corporation shall not be less than one (1) or more than five (5).

ARTICLE IX

The name and post office address of the members of the first Board of Directors of the Corporation are:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
FRANK E. CAMPANILE, M.D.	President/Secretary	15054 Tamarind Cay Court Unit #708 Fort Myers, Florida 33908

ARTICLE X

The name and post office address of the subscribers to the Articles of Incorporation are:

<u>NAME OF SUBSCRIBER</u>	<u>ADDRESS</u>
FRANK E. CAMPANILE, M.D.	15054 Tamarind Cay Court Unit #708 Fort Myers, Florida 33908

#### ARTICLE XI

The power to adopt, amend, alter or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

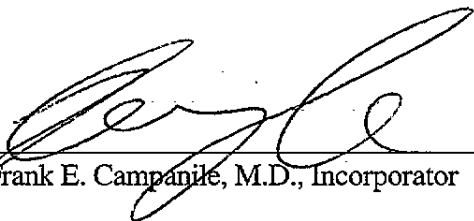
#### ARTICLE XII

The shareholders of the professional corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of the shareholders of the professional corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the professional 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 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 corporation may sell or transfer stock in the corporation except to another individual who is eligible to be a shareholder of the professional 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 medicine 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 corporation in accordance with the bylaws adopted by the shareholder(s).

ARTICLE XIII

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.

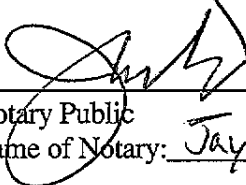
IN WITNESS WHEREOF, the subscriber has hereunto set his hand and seal this 3 day of November, 1999.

  
\_\_\_\_\_  
Frank E. Campanile, M.D., Incorporator

STATE OF FLORIDA

COUNTY OF LEE

THE FOREGOING INSTRUMENT was acknowledged before me this 3<sup>RD</sup> day of November, 1999, by FRANK E. CAMPANILE, M.D., (☒) who is personally known to me or  
( ) who produced \_\_\_\_\_ as identification.

  
\_\_\_\_\_  
Notary Public  
Printed Name of Notary: Jay A Brett

(SEAL)

Comm. Exp. Date:

Comm. Number:



Jay A. Brett  
MY COMMISSION # CC632128 EXPIRES  
July 8, 2001  
BONDED THRU TROY FAIR INSURANCE, INC.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS  
MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS  
SUBMITTED:

FIRST -- THAT FRANK E. CAMPANILE, M.D., P.A., DESIRING TO ORGANIZE OR QUALIFY  
UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS IN  
THE CITY OF FORT MYERS, COUNTY OF LEE, STATE OF FLORIDA, HAS NAMED FRANK E.  
CAMPANILE, M.D., LOCATED AT 15054 TAMARIND CAY COURT, #708, LEE COUNTY, FLORIDA,  
AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

FRANK E. CAMPANILE, M.D., P.A.

(FEC)  
Signature:

(Corporate Officer)

Title: President/Secretary

Date: Nov 3 1999

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED  
CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT  
IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL  
STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

(FEC)  
Signature:

Resident Agent

Date: Nov 3 1999

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FILED