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FLORIDA PROFIT CORPORATION OR P.A.

RADIOLOGY PHYSICIANS, P.A.

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**ARTICLES OF INCORPORATION  
OF  
RADIOLOGY PHYSICIANS, P.A.**

The undersigned incorporator hereby executes these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

**ARTICLE 1**

**NAME**

The name of this corporation shall be: **RADIOLOGY PHYSICIANS, P.A.**

**ARTICLE 2**

**PRINCIPAL OFFICE AND MAILING ADDRESS**

The address of the principal office and the mailing address of this corporation shall be:

800 Second Avenue South, Suite 210  
St. Petersburg, Florida 33701

**ARTICLE 3**

**CAPITAL STOCK**

1. **Authorized Capitalization.** The total number of shares of capital stock authorized to be issued by this Corporation shall be:

100,000 shares of common stock, par value \$.01 per share (the "Common Stock").

2. **Payment for Stock.** All or any part of the consideration for the issuance of the capital stock of this Corporation may be in cash, property or labor or services at a fair valuation to be fixed by the Board of Directors at a meeting called for that purpose, which consideration, in any event, shall not be less than the par value of the shares issued therefor. All stock when issued shall be fully paid and nonassessable.

3. **Voting.** The voting power of this Corporation shall be vested solely in the Common Stock. Holders of shares of Common Stock shall be entitled to one vote for each share of Common Stock. There shall be no cumulative voting in the election of directors.

4. **Dividends.** Any and all dividends are to be shared among the holders of shares of outstanding Common Stock on a share for share basis.

R. Reid Haney, Esq.  
Kalish & Ward, P.A.  
101 E. Kennedy Boulevard, Suite 4100  
Tampa, Florida 33602  
(813) 222-8700  
Florida Bar No. 0709220  
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ARTICLES OF INCORPORATION OF  
RADIOLOGY PHYSICIANS, P.A.

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## ARTICLE 4

REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office of this corporation shall be located at 101 East Kennedy Boulevard, Suite 4100, Tampa, Florida 33602-5155 and the initial registered agent of this corporation at such office shall be R. Reid Haney. This corporation shall have the right to change such registered agent and such registered office from time to time, as provided by law.

## ARTICLE 5

BOARD OF DIRECTORS

The Board of Directors of this corporation shall consist of a number of directors to be fixed from time to time by the stockholders or the bylaws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders.

## ARTICLE 6

INITIAL BOARD OF DIRECTORS

The initial Board of Directors of this corporation shall consist of two (2) members, such members to hold office until his/their successors have been duly elected and qualify. The names and street address of the initial directors are:

<u>Name</u>	<u>Address</u>
Michael I. Rauchway, M.D.	800 Second Avenue South, Suite 210 St. Petersburg, Florida 33701
J. Daniel Stone, M.D.	800 Second Avenue South, Suite 210 St. Petersburg, Florida 33701

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ARTICLE 7

INCORPORATOR

The name and street address of the incorporator making these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
R. Reid Haney	101 East Kennedy Boulevard Suite 4100 Tampa, Florida 33602-5155

ARTICLE 8

PURPOSES AND DURATION

The general purpose for which this corporation is organized is to conduct the practice of medicine and to transact any and all lawful business for which corporations may be incorporated under the Business Corporation Act of the State of Florida, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act. This corporation shall have perpetual existence.

ARTICLE 9

RENDITION OF PROFESSIONAL SERVICES

The corporation shall render the professional services described in Article 8 only through its agents, officers, directors, employees and representatives who are duly licensed or otherwise legally authorized in the State of Florida to practice law or provide the legal services requested. The term "agents," "officers," "employees," and "representatives" shall not include clerks, secretaries, bookkeepers, technicians, and other assistants who are not usually and ordinarily considered by custom and practice to be rendering professional services to the public for which a license or other legal authorization is required.

ARTICLE 10

BYLAWS

The power to adopt the bylaws of this corporation, to alter, amend or repeal the bylaws, or to adopt new bylaws, shall be vested in the Board of Directors of this corporation.

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RADIOLOGY PHYSICIANS, P.A.

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ARTICLE 11

AMENDMENT OF ARTICLES OF INCORPORATION

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

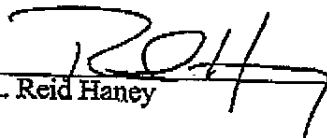
ARTICLE 12

AFFILIATED TRANSACTIONS

The provisions of Section 607.0901, Florida Statutes, relating to affiliated transactions, shall be inapplicable to this corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation for the uses and purposes therein stated.

DATED this 10th day of December, 1999.

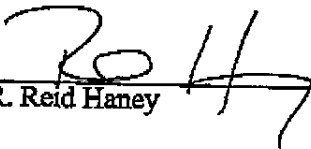
  
\_\_\_\_\_  
R. Reid Haney

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**RADIOLOGY PHYSICIANS, P.A.  
ACCEPTANCE OF SERVICE AS REGISTERED AGENT**

The undersigned, R. Reid Haney, having been named as registered agent to accept service of process for the above-named corporation at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of such position.

**DATED** this 10<sup>th</sup> day of December, 1999.

  
R. Reid Haney

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