# P99000108542

DECEMBER 7, 1999

PAMELA B. GRAY O'DWYER 3327 WILLIAMSBURG LOOP HOLIDAY, FL 34691

SECRETARY OF STATE DIVISION OF CORPORATIONS P.O. BOX 6327 TALLAHASSEE, FL 32314

RE: ARTICLES OF INCORPORATION 1 O'DWYER MEDICAL GROUP, INC.

GENTLEMAN:

ENCLOSED PLEASE FIND THE ARTICLES OF INCORPORATION FOR THE ABOVE REFERENCED CORPORATION IN DUPLICATE, TOGETHER WITH MY CHECK IN THE AMOUNT OF \$122.50 TO COVER THE COST OF INCORPORATION. PLEASE MAKE THE EFFECTIVE DATE, THE DATE OF FILING.

PLEASE FORWARD A CERTIFIED COPY OF THE ARTICLES TO ME AT THE FOLLOWING ADDRESS:

PAMELA B. GRAY O'DWYER 3327 WILLIAMSBURG LOOP HOLIDAY, FL 34691

VERY TRULY YOURS,

PAMELA B. GRAY/O'DWYER

INCORPORATOR

ENC

500003068405--9 -12/13/99--01133--011 \*\*\*\*122.50 \*\*\*\*\*78.75

# ARTICLES OF INCORPORATION

OF

O'DWYER MEDICAL GROUP, INC.

Carlos Angas THE UNDERSIGNED SUBSCRIBERS TO THESE ARTICLES OF INCORPORATION EACH A NATURAL PERSON, COMPETENT TO CONTRACT, HEREBY ASSOCIATE THEM-SELVES TOGETHER, TO FORM A CORPORATION FOR PROFIT, UNDER THE LAWS OF THE STATE OF FLORIDA.

#### ARTICLE I

THE CORPORATION WILL BE NAMED O'DWYER MEDICAL GROUP, INC. HAVING BOTH ITS PRINCIPAL ADDRESS AND MAILING ADDRESS LOCATED AT 3327 WILLIAMS-BURG LOOP, HOLIDAY, FL 34691.

### ARTICLE II

THE GENERAL NATURE OF BUSINESS, AND THE OBJECTS AND PURPOSES TO BE TRANSACTED AND CARRIED ON, ARE TO DO ANY AND ALL OF THE THINGS, HEREIN MENTIONED AS FULLY AND TO THE SAME EXTENT AS NATURAL PERSONS MIGHT OR COULD DO, VIZ., THE CORPORATION MAY ENGAGE IN ANY ACTIVITY OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES AND THE STATE OF FLORIDA AND SHALL POSSESS ALL OF THE POWERS GRANTED CORPORATIONS, UNDER THE PRO-VISIONS OF CHAPTER 607, OF THE FLORIDA STATUTES.

## ARTICLE III

THE AUTHORIZED CAPITAL STOCK OF THIS CORPORATION SHALL BE 100 SHARES OF COMMON STOCK, HAVING A PAR VALUE OF \$1.00 PER SHARE.

#### ARTICLE IV

THE AMOUNT OF CAPITAL WITH WHICH THIS CORPORATION SHALL COMMENCE BUSINESS, SHALL BE \$100.00.

#### ARTICLE V

THE CORPORATION SHALL COMMENCE UPON COMPLIANCE WITH THE REQUIREMENTS OF THE FLORIDA LAW, AND ITS EXISTENCE SHALL BE PERPETUAL.

#### ARTICLE VI

THE NAMES AND MAILING ADDRESSES OF THE SUBSCRIBERS TO THE CERTIFICATE

OF INCORPORATION ARE:

NAME

ADDRESS

PAMELA B. GRAY O'DWYER

3327 WILLIAMSBURG LOOP HOLIDAY, FL 34691

#### ARTICLE VII

THE NAME AND STREET ADDRESS OF THE MEMBERS OF THE FIRST BOARD OF DIRECTORS, WHO SHALL HOLD OFFICE FOR THE FIRST YEAR OF EXISTENCE, OF THE CORPORATION OR UNTIL SUCESSORS ARE ELECTED OR APPOINTED, PURSUANT TO THE BY LAWS OF THIS CORPORATION, ARE AS FOLLOWS:

NAME

ADDRESS

PAMELA B. GRAY O'DWYER

3327 WILLIAMSBURG LOOP HOLIDAY, FL 34691

#### ARTICLE VIII

THE CORPORATION SHALL BE GOVERNED BY A BOARD OF DIRECTORS OF NOT LESS THAN ONE (1), NOR MORE THAN THREE (3)DIRECTORS, WITH THE EXACT NUMBER TO BE ESTABLISHED BY THE BYLAWS OF THE CORPORATION.

#### ARTICLE IX

THE ARTICLES OF INCORPORATION MAY BE AMENDED IN THE MANNER PROVIDED BY LAW. EVERY AMENDMENT SHALL BE APPROVED BY A MAJORITY OF THE STOCK-HOLDERS ENTITLED TO VOTE THEREON, AT A MEETING FOR SAID PURPOSE, UNLESS ALL DIRECTORS AND STOCKHOLDERS SIGN A WRITTEN STATEMENT, SETTING FORTH THEIR INTENTION THAT A CERTAIN AMENDMENT OF THESE ARTICLES BE MADE.

#### ARTICLE X

PURSUANT TO SECTION 48.091 OF THE FLORIDA STATUTES, THE FOL-LOWING IS SUBMITTED TO BE IN COMPLIANCE WITH SAID ACT:

O'DWYER MEDICAL GROUP, INC. WISHES TO FORM UNDER THE LAWS OF FLORIDA, HAVING ITS REGISTERED OFFICE LOCATED AT 3327 WILLIAMSBURG LOOP, HOLIDAY, FL 34691, APPOINTS PAMELA B. GRAY O'DWYER, RESIDING AT 3327 WILLIAMSBURG LOOP, HOLIDAY, FL, ITS REGISTERED AGENT TO ACCEPT SERVICE, IN THIS STATE, AT THE ABOVE ADDRESS.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND SEAL THIS

DAY OF Dec, 1999.

AS TO ALL INCORPORATORS:

Sharon Gunningham

Robert Alter DO

PAMELA B. GRAY O'DWYER INCORPORATOR

STATE OF FLORIDA

COUNTY OF PASCO

BEFORE ME, THE UNDERSIGNED AUTHORITY, PERSONALLY APPEARED PAMELA

B. GRAY O'DWYER, THE INCORPORATOR NAMED IN THE FOREGOING ARTICLES

OF INCORPORATION, WHO AFTER BEING DULY SWORN, STATED THAT SHE EXECUTED

SAID ARTICLES FOR THE PURPOSES AS EXPRESSED THEREIN.

SWORN TO AND SUBSCRIBED BEFORE ME THIS 9 DAY OF DIC A.D. 1999

ID EXAMINED PLANORALLY Known

MY COMMISSION EXPIRES:

DOCUMENT PREPARED BY: PAMELA B. GRAY O'DWYER

SHARON CU I VINGHAM
My Conini Exp. 5/26/2001
Bonded By Service Ins
No. CC650346
Stresonally Known [] Other I.D.

#### <u>ACKNOWLEDGEMENT</u>

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE FOREGOING CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT TO ACT IN THIS CAPACITY, AND DO AGREE TO COMPLY WITH THE PROVISIONS OF SAID ACT RELATIVE TO KEEPING OPEN SAID OFFICE.

PAMELA B. GRAY O DWYER

REGISTERED AGENT

STATE OF FLORIDA

COUNTY OF PASCO

BEFORE ME, THE UNDERSIGNED AUTHORITY, PERSONALLY APPEARED PAMELA

B. GRAY O'DWYER, KNOWN TO ME AS THE SAME PERSON NAMED IN THE ABOVE

ACKNOWLEDGEMENT, WHO, AFTER BEING DULY SWORN, DEPOSES AND SAYS THAT SHE

EXECUTED SAID ACKNOWLEDGEMENT FOR THE PURPOSES AS THEREIN EXPRESSED.

SWORN TO AND SUBSCRIBED BEFORE ME THIS /2 DAY OF Doc. A.D. 1999

IDENTIFICATION EXAMINED Ou none

MY COMMISSION EXPIRES:

SHARON CUYNINGHAM My Comm Exp. 5/26/2001

> Bonded By Service Ins No. CC650346

Personally Known [] Other I.D.