

L. Bruce Swiren
Attorney at Law

BSWIREN@EARTHLINK.NET

Telephone (407) 481-0707

Fax (407) 423-8083

725 N. Magnolia Avenue

Orlando, Florida 32803

December 21, 1999

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

100003078501--7
-12/22/99--01088--012
*****78.75 *****78.75

Re: George A. Stanley, M.D., P.A.

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for the above named company. Please file the original in your office and return a certified copy of the Articles to our office at the above shown address.

Enclosed is our check in the amount of \$78.75, covering the following:

\$35.00	Filing Fee
35.00	Certificate designating registered agent
<u>8.75</u>	Certified Copy
\$ 78.75	

Thank you for your assistance.

Sincerely,

L. Bruce Swiren, Esq.

encls.

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TALLAHASSEE, FLORIDA

12-22-99

ARTICLES OF INCORPORATION

OF

GEORGE A. STANLEY, M.D., P.A.

The undersigned natural person, competent and licensed to practice medicine in the State of Florida, acting hereby as Incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of Section 607, Florida Business Corporations Act, and Section 621, Florida Professional Service Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation is GEORGE A. STANLEY, M.D., P.A.

ARTICLE II - DURATION

The period of its duration shall be perpetual.

ARTICLE III - PURPOSE

The general nature and purposes of business to be transacted, promoted and carried on by the corporation are as follows:

- a. To engage in every aspect in the practice of medicine, and all its fields of specialization, as are engaged in by Medical Doctors.
- b. To engage and render professional services only through its members, officers, employees, and agents who are duly licensed Medical Doctors or otherwise legally authorized to render medical services within the State of Florida; provided, however, that the term "employee," as used herein 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.
- c. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.
- d. To engage in no other business other than the rendition of the professional services specified herein.

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- e. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

- a. The corporation is authorized to issue 500 shares of common stock, all of one class, at \$1.00 per share par value.
- b. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.
- c. No shares may be issued to anyone other than a professional corporation, a professional limited liability company, or an individual who is duly licensed or otherwise legally authorized to render the same specific professional services as those for which the corporation was incorporated.
- d. No shareholder of the corporation shall enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of that person's stock.
- e. No shareholder of the corporation may sell or transfer her or his shares except to another professional corporation, professional limited liability company, or individual, each of which must be eligible to be a shareholder of this corporation.

ARTICLE V - PRINCIPAL OFFICE AND MAILING ADDRESS

The initial place of business address of this corporation is:

GEORGE A. STANLEY, M.D., P.A.
122 Stonehill Drive
Maitland, Florida 32751

The mailing address of the corporation is:

GEORGE A. STANLEY, M.D., P.A.
122 Stonehill Drive
Maitland, Florida 32751

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent and office of this corporation is as follows:

L. Bruce Swiren, Esq.
725 N. Magnolia Avenue
Orlando, Florida 32803

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have a Board of Directors consisting of one person. The number of directors may be either increased or decreased from time to time by a resolution of the majority of the Stockholders, but shall never be less than one. The names and addresses of the initial directors of this corporation are:

<u>Name</u>	<u>Address</u>
George A. Stanley, M.D.	122 Stonehill Drive Maitland, Florida 32751

ARTICLE VIII - INCORPORATOR

The name and address of the Incorporator signing these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
George A. Stanley, M.D.	122 Stonehill Drive Maitland, Florida 32751

ARTICLE IX - INFORMAL SHAREHOLDER ACTION

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

ARTICLE X - SEVERANCE AND TERMINATION OF EMPLOYMENT

If any officer, director, stockholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he 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 shall forthwith, upon such disqualification of any

shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due him by the corporation, except that such shares shall not be entitled to dividends.

ARTICLE XI - INFORMAL DIRECTOR ACTION

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

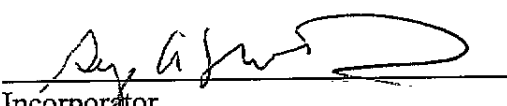
ARTICLE XII - INDEMNIFICATION

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

ARTICLE XIII - AMENDMENT OF ARTICLES

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of Florida governing a Professional service Corporation.

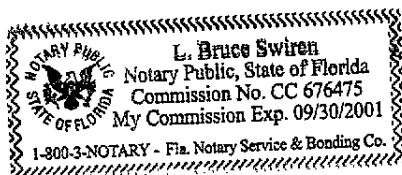
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 18 day of December, 1999.


Incorporator

STATE OF FLORIDA)
) SS.
COUNTY OF ORANGE)

BEFORE ME, the undersigned authority, personally appeared George A. Stanley, M.D., to me personally known to be the person who executed the foregoing Articles of Incorporation, and who acknowledged to and before me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 18 day of December, 1999.




NOTARY PUBLIC
STATE OF FLORIDA, AT LARGE

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:

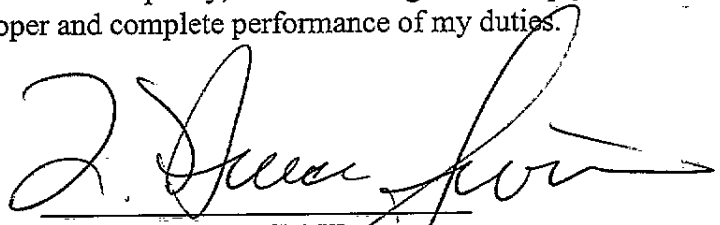
That GEORGE A. STANLEY, M.D., P.A., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 122 Stonehill Drive, Maitland, Florida 32751, has named L. BRUCE SWIREN, ESQ., located at 725 N. Magnolia Avenue, Orlando, Florida 32803, as its agent to accept service of process within florida.

DATE: 12/18/99


INCORPORATOR

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.

DATE: 12/18/99


REGISTERED AGENT

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