

FOUO 29892

STEVEN LUBETSKY  
ATTORNEY AT LAW  
10280 CAMELBACK LANE  
BOCA RATON, FLORIDA 33498

March 16, 2000

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

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-03/20/00--01123--015  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: eXPRESS MEDICAL WALK-IN CENTER, INC.

To Whom It May Concern:

Enclosed please find the Articles of Incorporation for eXPRESS MEDICAL WALK-IN CENTER, INC. and Designation of Registered Agent. Included is a check for the sum of \$70.00 for filing fees. Please feel free to contact me should you have any questions.

Sincerely,

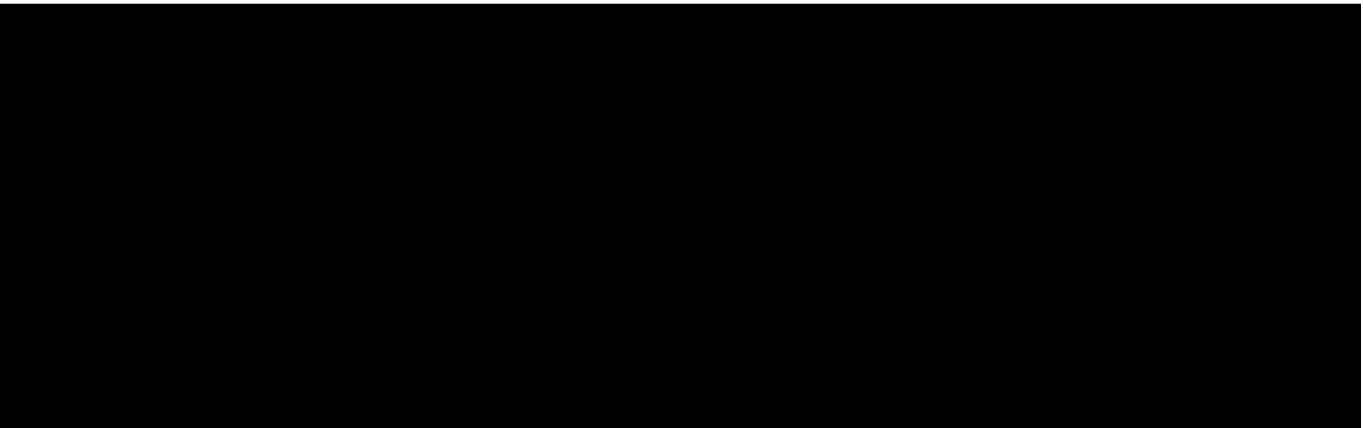
*Steven Lubetsky*  
Steven Lubetsky, Esq.

NC

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

BARS IN FLORIDA, PENNSYLVANIA, AND NEW JERSEY  
(561) 218-0378; CELL: (561) 289-3535; FAX: (561) 451-1198

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CLERK OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**eXPRESS WALK-IN MEDICAL CENTER, INC.**

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby associate themselves to form a corporation under the laws of the State of Florida.

**ARTICLE I**

**NAME:** The name of this corporation is:

**eXPRESS WALK-IN MEDICAL CENTER, INC.**

**ARTICLE II**

**PURPOSES AND POWERS:** The general nature of business to be permitted by the operation is as follows:

1. The corporation may engage in any activity or business which is permitted under the laws of the State of Florida.
2. And, in general, to carry on any other business in connection with the foregoing of which calculated, directly or indirectly, to promote the interest of the corporation or to enhance the value of its properties.
3. And, further, to borrow or raise money for any purposes of the company, and to secure the same interest, or for other purposes, to mortgage all or part of the property corporeal or incorporeal rights or franchises of this company now owned or hereinafter acquired, and to create, issue, draw and accept and negotiate bonds and mortgages, bills of exchange, promissory notes or other obligations or negotiable instruments.

**ARTICLE III**

**CAPITALIZATION:** The maximum number of shares of stock this corporation is authorized to have outstanding at any time is FIFTY THOUSAND (50,000) shares of common stock, having a par value of TEN DOLLARS (\$10.00) per share. The initial distribution of stock shall be as follows:

- |  |            |
|--|------------|
| (1) ERIC BUCHWALD<br>8044 TWIN LAKES DRIVE<br>BOCA RATON, FLORIDA 33496                    | 125 Shares |
| (2) DR. MARCOS ZARAGUSA, M.D.<br>590 SOUTHWEST 178TH WAY<br>PEMBROOKE PINES, FLORIDA 33029 | 125 Shares |
| (3) DR. DAVID GUZMAN, M.D.<br>11190 RED HAWK STREET<br>PLANTATION, FLORIDA 33424           | 125 Shares |
| (4) DR. JACQUELINE DENOBRIGA, M.D.<br>7604 NORTHWEST 70TH WAY<br>PARKLAND, FLORIDA 33067   | 125 Shares |

**ARTICLE IV**

**INITIAL CAPITAL:** The amount of capital with which this corporation will begin business is FIVE THOUSAND DOLLARS (\$5000.00), 500 shares having a par value of TEN DOLLARS (\$10.00) per share.

**ARTICLE V**

**COMMENCEMENT AND DURATION:** This corporation is to commence existence upon the filing of the Articles of Incorporation with the Department of State.

**ARTICLE VI**

**PRINCIPAL PLACE OF BUSINESS:** The name of this corporation shall be

**eXPRESS WALK-IN MEDICAL CENTER, INC. ,**

having its principal place of business at:

566 SOUTHEAST 15TH AVENUE  
BOYNTON BEACH, FLORIDA 33435

The Board of Directors may, from time to time, move the principal office to any other address in the State of Florida, and establish branch offices in any place within the State of Florida, as the said corporation may desire.

**ARTICLE VII**

**DIRECTORS:** This corporation shall have Four (4) Directors initially; the number of Directors may be increased from time to time by the laws adopted by the stockholders, but shall never be fewer than one (1).

**ARTICLE VIII**

**DIRECTORS:** The names and addresses of the first Board of Directors to these Articles of Incorporation are as follows:

- (1) ERIC BUCHWALD: President/Director  
8044 TWIN LAKES DRIVE  
BOCA RATON, FLORIDA 33496
- (2) DR. MARCOS ZARAGUSA, D. O. : Vice-President/Director  
590 SOUTHWEST 178TH WAY  
PEMBROOKE PINES, FLORIDA 33029
- (3) DR. DAVID GUZMAN, M.D. : Treasurer/Director  
11190 RED HAWK STREET  
PLANTATION, FLORIDA 33424
- (4) DR. JACQUELINE DENOBRIGA, M.D. : Secretary/Director  
7604 NORTHWEST 70TH WAY  
PARKLAND, FLORIDA 33067

**OFFICERS:** The names and addresses of the original officers are as follows:

- (1) ERIC BUCHWALD: President/Director  
8044 TWIN LAKES DRIVE  
BOCA RATON, FLORIDA 33496
- (2) DR. MARCOS ZARAGUSA, D. O. : Vice-President/Director  
590 SOUTHWEST 178TH WAY  
PEMBROOKE PINES, FLORIDA 33029
- (3) DR. DAVID GUZMAN, M.D. : Treasurer/Director  
11190 RED HAWK STREET  
PLANTATION, FLORIDA 33424
- (4) DR. JACQUELINE DENOBRIGA, M.D. : Secretary/Director  
7604 NORTHWEST 70TH WAY  
PARKLAND, FLORIDA 33067

#### **ARTICLE IX**

**INCORPORATORS AND SUBSCRIBERS:** The Incorporators and Subscribers to all of the capital shares of the corporation are:

- (1) ERIC BUCHWALD: President/Director  
8044 TWIN LAKES DRIVE  
BOCA RATON, FLORIDA 33496
- (2) DR. MARCOS ZARAGUSA, D. O. : Vice-President/Director  
590 SOUTHWEST 178TH WAY  
PEMBROOKE PINES, FLORIDA 33029
- (3) DR. DAVID GUZMAN, M.D. : Treasurer/Director  
11190 RED HAWK STREET  
PLANTATION, FLORIDA 33424
- (4) DR. JACQUELINE DENOBRIGA, M.D. : Secretary/Director  
7604 NORTHWEST 70TH WAY  
PARKLAND, FLORIDA 33067

#### **ARTICLE X**

**AMENDMENT:** These Article of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stockholders entitled to vote thereon.

#### **ARTICLE XI**

**DESIGNATION OF REGISTERED AGENT:** ERIC BUCHWALD

566 SOUTHEAST 15TH AVENUE BOYNTON BEACH, PALM BEACH COUNTY, FLORIDA 33435,

is hereby named Registered Agent for this corporation to be its agent and to accept service of process within the State of Florida.

**ACKNOWLEDGEMENT**

Having been named to accept service of process for

**eXPRESS WALK-IN MEDICAL CENTER, INC.**

at the place designated in this Article, I hereby accept to act in this capacity, and agree to comply with the provision of said act relative to keeping open said office.

*Eric Buchwald*

ERIC BUCHWALD,  
REGISTERED AGENT

WE, THE UNDERSIGNED, being the original subscribers to the capital stock hereinabove named for the purpose or forming a corporation for profit to do business both within and without the State of Florida, do hereby name, subscribe, acknowledge and file this Certificate, hereby declaring and certifying that the facts herein stated are true and accordingly have hereunto set our hands and seals this 14 day of March, 2000.

*Eric Buchwald*

ERIC BUCHWALD

*Marcos Zaragoza*

MARCOS ZARAGOZA, D.O.

ZARAGOZA *my*

*David Guzman, M.D.*

DAVID GUZMAN, M.D.

*Jacqueline Denobriga*

JACQUELINE DENOBRIGA, M.D.

Sworn to and subscribed before me this 14<sup>th</sup> day of March, 2000.

*Allin Perez*

NOTARY PUBLIC,  
STATE OF FLORIDA

My Commission Expires:



Allin Perez  
My Commission CC738907  
Expires May 3, 2002

STATE OF FLORIDA

COUNTY OF Palm Beach

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized in the State and County named above, to take acknowledgements, personally appeared:

ERIC BUCHWALD → ZARAGOZA *mg*  
 MARCOS ~~ZARAGOZA~~, M.D.  
 DAVID GUZMAN, M.D.  
 JACQUELINE ~~DENOBRIDA~~, M.D.  
 DENOBRIGA *jd*

to me known to be the persons who subscribed to the foregoing Articles of Incorporation, and they have acknowledged to me that they did subscribe thereto for the uses and purposes therein mentioned and set forth.

WITNESS my hand and official seal in the State and County above set forth this 14<sup>th</sup> day of March, 2000.

*Ailin Perez*  
 NOTARY PUBLIC,  
 STATE OF FLORIDA

My Commission Expires:

