

Law Offices  
Hershoff, Lupino,  
DeFoor & Gregg, P.A.

P9600000 7143

ATTORNEYS AT LAW

JAY A. HERSHOFF  
JAMES S. LUPINO  
J. ALLISON DEFOOR, II  
MARK H. GREGG  
MARK E. KOHL  
KURT A. VON DUNEN

Reply to Key Largo

OF COUNSEL

MAURICK JAY KUTNER  
MICHAEL R. STORACH

ONLY

December 27, 1995

100001674531  
-01/02/96--01004--019  
\*\*\*245.00 \*\*\*122.50


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

Re: Articles of Incorporation for The Center for Orthopaedic Surgery, P.A.  
Articles of Incorporation for Rheumatology Center of the Florida Keys, Inc.

Dear Sir or Madam:

Enclosed please an original and one copy of the Articles of Incorporation for both of the above referenced corporations, together with our check in the sum of \$245.00 to cover the cost of filing the Articles. Please return the conformed copy of both the Articles to our office at the Key Largo address indicated herein.

Sincerely,

  
James S. Lupino

JSL:db  
Enclosures

*Dmc*  
*1-23-96*

*496-399*

*289,634,615,611,671*

96 JAN 22 PM 12:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

KEY LARGO  
100360 OVERSEAS HIGHWAY  
KEY LARGO, FLORIDA 33037  
(305) 451-1200  
(305) 451-1256 FAX

TAVERNIER  
90130 OLD HIGHWAY  
TAVERNIER, FLORIDA 33070  
(305) 852-8440  
(305) 852-8848 FAX

MIAMI  
5975 SUNSET DRIVE, SUITE 504  
MIAMI, FLORIDA 33070  
(305) 661-4221  
(305) 665-2334 FAX



**FLORIDA DEPARTMENT OF STATE**  
Sandra B. Mortham  
Secretary of State

January 5, 1996

**JAMES S. LUPINO, ESQ.  
HERSHOFF, LUPINO, ET AL  
10036<sup>th</sup> OVERSEAS HIGHWAY  
KEY LARGO, FL 33037**

**SUBJECT: RHEUMATOLOGY CENTER OF THE FLORIDA KEYS, INC.  
Ref. Number: W96000000399**

We have received your document for RHEUMATOLOGY CENTER OF THE FLORIDA KEYS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6923.

Doris McDuffie  
Corporate Specialist Supervisor

Letter Number: 396A00000684

**FILED**  
96 JAN 22 PM 12:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**RHEUMATOLOGY CENTER OF THE FLORIDA KEYS, INC.**

I, THE UNDERSIGNED SUBSCRIBER to these Articles of Incorporation, an internist rheumatologist duly licensed to render services as such under the Laws of the State of Florida, hereby present these Articles for formation of a Corporation pursuant to the Professional Service Corporation Act, Fla. Stat Section 621, and other Laws of the State of Florida.

**ARTICLE I**

The name and address of the Corporation is:

**RHEUMATOLOGY CENTER OF THE FLORIDA KEYS, INC.**  
10055 Overseas Highway  
Marathon, FL 33050

**ARTICLE II**

**Nature of Business**

The general nature of the business to be transacted by Corporation is: The practice of rheumatology.

1. To engage in every phase and aspect of the business of rendering the same professional services to the public that an internist/rheumatologist, duly licensed under the Laws of the State of Florida is authorized to render, including but not limited to the practice of rheumatology; but such professional services shall be rendered only through officers, employees and agents who are duly licensed to practice rheumatology or are otherwise legally

authorized to render such professional services under the Laws of the State of Florida.

2. To invest the funds of the Corporation in real estate, mortgages, stocks, bonds or other types of investment, and to own real and personal property necessary for the rendering of the professional rheumatology services.

3. To do everything necessary and proper for the accomplishment of any of the purposes, or the obtaining of any of the objects, or the furtherances of any other purposes enumerated in these Articles of Incorporation or any amendment thereof, necessary for the protection and benefit of the Corporation and, in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or the attainment of the objects or the furtherances of such purposes or objects of the corporation.

The foregoing paragraphs shall be construed as enumerating both the objects and the purposes of the Corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of the Corporation otherwise permitted by law.

### **ARTICLE III**

#### Stocks

The maximum number of shares of stock that the Corporation is

authorized to have outstanding at any one time is Seven Thousand Five Hundred (7,500) shares of Common Stock having a par value of One and no/100ths (\$1.00) Dollar per share. None of the shares of the Corporation may be issued to anyone other than an individual duly licensed to practice rheumatology in the State of Florida.

#### **ARTICLE IV**

##### Initial Capital

The amount of capital with which the Corporation will begin business is in excess of Five Hundred and no/100ths (\$500.00) Dollars.

#### **ARTICLE V**

##### Term of Existence

The Corporation is to exist perpetually commencing on the date and acknowledgment of these Articles.

#### **ARTICLE VI**

##### Initial Registered Agent and Address

The address of its initial registered office is 100360 Overseas Highway, Key Largo, FL, 33037, and the name of its initial Registered Agent of the Corporation at that address is **JAMES S. LUPINO, ESQUIRE.**

## **ARTICLE VII**

### Directors

The business the Corporation shall be managed by the Board of Directors. The number of directors constituted in the entire Board shall be not less than one (1); and subject to such minimum may be increased or thereafter decreased from time to time by amendment of the By-Laws in a manner not prohibited by law. Until so changed, the number shall be one (1).

## **ARTICLE VIII**

### Initial Directors

The name and street address of the initial members of the first Board of Directors who, subject to the provisions of the Certificate of Incorporation, the By-Laws, and the corporation laws of the State of Florida, shall hold office for the first year of the Corporation's existence or until his successor is elected and has qualified, is:

**CELIA FERNANDEZ BOTELHO, M.D.**  
10055 Overseas Highway  
Marathon, Florida 33050

## **ARTICLE IX**

### Subscribers

The name and street address of the person signing the Articles of Incorporation as Subscribers, who is a doctor, duly licensed under the Laws of the State of Florida to render services as such,

the number of share of stock he agrees to take, and the value of the consideration therefor is:

<b>CELIA FERNANDES BOTELHO, M.D</b>	500 Shares
10055 Overseas Highway	\$500
Marathon, Florida 33050	

#### **ARTICLE X**

##### Voting Trusts

No shareholder of the Corporation shall enter into a Voting Trust Agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

#### **ARTICLE XI**

##### Cumulative Voting for Directors

At all elections of Directors of the Corporation, each shareholder shall be entitled to as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting) he would be entitled to cast for the election of directors with respect to his shares of stock, multiplied by the number of directors to be elected, and he may cast all such votes for a single director, or may distribute them among the number to be votes for, or any two (2) or more of them, as he may see fit.

**ARTICLE XII**

Indemnification

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

**ARTICLE XIII**

Removal of Directors

Any director of the Corporation may be removed at any annual or special meeting of the shareholders by the same vote as that required to elect a director.

**ARTICLE XIV**

Restraint on Alienation of Shares

No shareholder of the Corporation may sell or transfer his shares therein except to another individual who is eligible to be a shareholder of the Corporation, and such sale or transfer may be made only after the same shall have been approved at a shareholders' meeting specially called for such purpose. If any shareholder shall become legally disqualified to practice medical practice in the State of Florida, or be elected to a public office, or accept employment that places restrictions or limitations upon his continuous rendering of such professional services, such shareholder's shares of stock shall immediately become subject to purchase by the Corporation in accordance with the By-Laws adopted by the shareholders.



## **ARTICLE XV**

### Additional Corporate Powers

In furtherance and not in limitation of the general powers conferred by the Laws of the State of Florida and of the purposes and objects hereinabove stated, the Corporation shall have all of the following powers:

1. To enter into, or become a partner in any arrangement for sharing profits, union of interest, or co-operation, joint venture, or otherwise, with any person, firm or corporation for the purpose of rendering professional services.

2. To deny to the holders of the common shares of the Corporation any preemptive right to purchase or subscribe to any new shares or any type of shares of the Corporation, and no shareholder shall have any preemptive right to subscribe to any such shares.

3. At its option to purchase and acquire any or all of its stock owned and held by any such shareholder as should desire to sell, transfer, or otherwise dispose of his shares in accordance with the By-Laws adopted by the shareholders of the Corporation setting forth the terms and conditions of such purchase; provided, however, that the capital of the Corporation is not impaired.

## **ARTICLE XVI**

### Amendment

These Articles 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 shareholders, and approved at a shareholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights conferred upon shareholders herein are granted subject to this reservation.

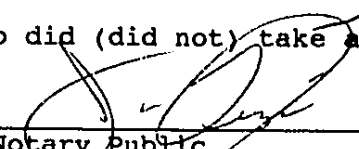
IN WITNESS WHEREOF, the subscribers have executed these Articles of Incorporation, this 14 day of December, 1995.

  
\_\_\_\_\_  
CELIA FERNANDEZ BOTELHO, M.D.

State of Florida

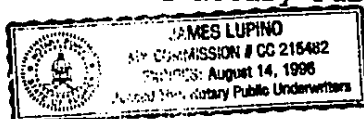
County of Monroe

The foregoing instrument was acknowledged before me this 14 day of December, 1995 by CELIA FERNANDEZ BOTELHO, M.D. who is personally known to me or who has produced PERSONALLY KNOWN \_\_\_\_\_ as identification and who did (did not) take an oath.

  
\_\_\_\_\_  
Notary Public

JAMES LUPINO  
Print Name of Notary Public

My Commission Expires:



2814.1ef

**FILED**

96 JAN 22 PM 12:06

**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE** SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0501 and 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is **RHEUMATOLOGY CENTER OF THE FLORIDA KEYS, INC.**

2. The name and address of the registered agent and office is:

**JAMES S. LUPINO, ESQUIRE**  
100360 Overseas Highway  
Key Largo, FL 33037

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

  
\_\_\_\_\_  
**JAMES S. LUPINO, ESQUIRE**  
Registered Agent

Dated: 1/16/96