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Arthur C. Purisch, P.A.

2589 JARDIN COURT
FT. LAUDERDALE, FLORIDA 33327

TEL: (954) 349-7676

September 11, 1996

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

500001946935
-09/13/96--01033--0013
****122.50 ****122.50

Re: Edouard Saade, M. D., P. A.

I enclose herewith the Articles of Incorporation of Edouard Saade, M., D., P. A. together with a check on the amount of \$122.50, representing the filing fees, charter taxes, and resident agent fee. Also enclosed is a Certificate of the resident agent, as required by law.

Upon certification of the Corporation, please return the Certified Copy of the Articles of Incorporation to me at the above address.

Very truly yours,



Arthur C. Purisch

ACP:em
Enclosures

F. O. HENRY SEP 16 1996

ARTICLES OF INCORPORATION
OF
EDOUARD SAADE, M.D., P.A.

The undersigned, acting as incorporator of Edouard Saade, M.D., P.A. under the Florida General Corporation Act and the Professional Service Corporation Act, adopts the following articles of incorporation:

ARTICLE I. NAME

The name of this Corporation shall be EDOUARD SAADE, M.D., P.A.

ARTICLE II. PURPOSE

The general nature of the business to be transacted by this Corporation shall be to engage in every aspect of the practice of medicine. The professional services involved in the Corporation's practice of medicine in Florida may be rendered only through its officers, agents and employees who are duly authorized to practice medicine in the State of Florida.

The Corporation shall not engage in any business other than the practice of medicine. However, the Corporation may invest its funds in real estate, mortgages, stocks, bonds or other types of investments and may own real and personal property necessary for the rendering of the professional services authorized hereby.

ARTICLE III. AUTHORIZED SHARES

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any time shall be 7,500 shares of common stock having a par value of \$1.00 per share. The consideration to be paid for each share shall be fixed by the board of directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE IV. COMMENCEMENT OF EXISTENCE

The existence of this Corporation will commence on the date of filing of these Articles of Incorporation with the Secretary of State of Florida.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 1690 South Bayshore Lane, #2A, Miami, Florida 33133, and the name of the initial registered agent of this Corporation at that address is Edouard Saade. The principal office is the same.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

The corporation shall have one director initially. The number of directors may be either increased or diminished from time to time as provided in the bylaws, but shall never be less than one. The names and street addresses of the initial members of the Board of Directors are as follows:

<u>Name</u>	<u>Street Address</u>
Edouard Saade	1690 South Bayshore Lane #2A Miami, FL 33133

ARTICLE VII. AMENDMENTS

The corporation reserves the right to amend, alter, change or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

ARTICLE VIII. INCORPORATOR

The name and address of the Incorporator, who is a medical doctor duly licensed under the laws of the State of Florida to render services as such is as follows:

<u>Name</u>	<u>Address</u>
Edouard Saade	1690 South Bayshore Lane #2A Miami, Florida 33133

ARTICLE IX. QUALIFICATION OF SHAREHOLDERS

The shares of this Corporation may be issued, owned and registered in the name of any individual who is duly authorized and licensed to practice medicine in the State of Florida. In the event that a shareholder:

(a) becomes disqualified to practice medicine in this State, or

(b) is elected to a public office or accepts employment that, pursuant to law, places restrictions or limitations upon his continued rendering of the professional services of a medical doctor, or

(c) sells, transfers, hypothecates or pledges, or attempts to sell, transfer, hypothecate or pledge any shares of stock in this Corporation to any person ineligible by law or virtue of these Articles of Incorporation, the Corporation's Bylaws or shareholder agreements to be a shareholder in this Corporation, or if such sale, transfer, hypothecation or pledge or attempt to sell, transfer, hypothecate or pledge is made in a manner prohibited by law or in a manner inconsistent with the provisions of these Articles, the Bylaws of this Corporation or shareholder agreements,

or

(d) suffers an execution to be levied upon his shares or such shares are subjected to sale or other process, the effect of which is to vest any legal or equitable interest in such shares in some person other than the shareholder, then the shares of such shareholder shall immediately stand forfeited and such shares shall be immediately canceled by this Corporation and the shareholder or other person in possession of such shares shall be entitled only to receive payments for the value of such shares which, in the absence of Bylaw provision or written agreement among its shareholders, shall be the book value thereof as of the last day preceding the month in which any of the events above enumerated occurs.

The shareholder whose shares become so forfeited and are so canceled by the Corporation shall forthwith cease to be a shareholder and, except to receive payment for his shares in accordance with the foregoing and payment of any other sums then lawfully due and owing to said shareholder shall then and thereafter have no further financial interest of any kind in the Corporation.

ARTICLE X. STOCK TRANSFERS

No shareholder of this Corporation may sell or transfer any of his shares of stock in this Corporation except to another individual who is then duly authorized and licensed to practice medicine in the State of Florida.

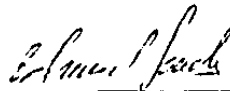
ARTICLE XI. BYLAWS

The Corporation's Board of Directors is specifically authorized from time to time to adopt Bylaws, not inconsistent herewith or with shareholder agreements, restraining the alienation of shares of stock of this Corporation and providing for the purchase or redemption by the Corporation of its shares of stock.

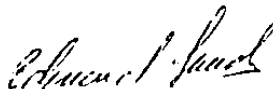
ARTICLE XII. INDEMNIFICATION

This corporation shall indemnify every person who is or was threatened to be made a party to any action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a Director or Officer of this corporation, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by him in connection with such action, suit or proceeding (except in cases involving gross negligence or willful misconduct in the performance of his duties), to the full extent permitted by applicable law. Such indemnification may, in the discretion of the Board of Directors, include advances of his expenses in advance of final disposition subject to the provisions of applicable law. The right of indemnification herein provided shall not be exclusive or other rights to which any such person may now or hereafter be entitled as a matter of law.

IN WITNESS WHEREOF, I the undersigned, being the original subscriber to the capital stock hereinbefore named, have hereunto set my hand and seal at Miami, Dade County, Florida, this 7th day of September, 1996, for the purpose of forming this corporation to do business both within and without the State of Florida, and in pursuance of the Corporation Law of the State of Florida, these Articles of Incorporation, and certify that the facts herein stated are true.



(SEAL)



REGISTERED AGENT

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Edouard Saade, to me known to be the person described in and who executed the foregoing Articles of Incorporation of Edouard Saade, M.D., P.A., and he acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal at MPAAM said County, and State last aforesaid, this 09 day of September, 1996, A.D.

Aida Colon
NOTARY PUBLIC
State of Florida at Large

My Commission Expires:



AIDA COLON
My Commission CC529589
Expires Feb. 01, 2000

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STATE OF FLORIDA)
) SS
COUNTY OF DADE)

BEFORE ME, the undersigned personally appeared Edouard Saade, to me known to be the person described in and who, as Registered Agent, executed the foregoing Articles of Incorporation of Edouard Saade, M.D., P.A., and he acknowledged before me that he executed the same freely and voluntarily for the purpose therein expressed.

Witness my hand and official seal at MPAAM said County, and State last aforesaid, this 09 day of September, 1996, A.D.

Aida Colon
NOTARY PUBLIC
State of Florida at Large
My commission expires:



AIDA COLON
My Commission CC529589
Expires Feb. 01, 2000

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

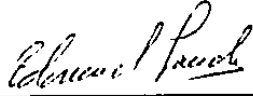
In pursuance of Chapter 48.091, Florida Statutes, the
following is submitted, in compliance with said Act:

First -- That EDOUARD SAADE, M. D., P. A.
desiring to organize under the laws of the State of Florida,
with its principal office, as indicated in the Articles of
Incorporation at City of Miami, County of Dade, State of
Florida, has named EDOUARD SAADE, located at
1690 S. Bayshore Lane, #2A, City of Miami, County of
Dade, State of Florida, as its agent to accept process within
this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the
above stated corporation, at place designated in this
certificate, I hereby accept to act in this capacity. and
agree to comply with the provision of said Act relative to
keeping open said office.

By:


EDOUARD SAADE

(Resident Agent)