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LAZARUS CORPORATE FILING SERVICE, INC.

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MIAMI, FLORIDA (305)552-5973

(City, State, Zip) (Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

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\*\*\*\*122.50 \*\*\*\*122.50

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**CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):**

1. JORGE SUAREZ-MENENDEZ, M.D. P.A.  
 (Corporation Name) (Document #)

2. \_\_\_\_\_  
 (Corporation Name) (Document #)

3. \_\_\_\_\_  
 (Corporation Name) (Document #)

4. \_\_\_\_\_  
 (Corporation Name) (Document #)

- Walk in
- Pick up time 2:00
- Mail out
- Will wait
- Photocopy
- Certified Copy
- Certificate of Status

RECEIVED  
 98 AUG 10 AM 11:18  
 DIVISION OF CORPORATION

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

*8/10*

FILED  
 98 AUG 10 PM 12:39  
 SECRETARY OF STATE  
 TALLAHASSEE FLORIDA

Examiner's Initials

**ARTICLES OF INCORPORATION OF  
JORGE SUAREZ-MENENDEZ, 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 the Florida Corporation Act, Section 607 and 621 of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLE I - NAME**

The name of the corporation is "JORGE SUAREZ-MENENDEZ, M.D., P.A." with principal place of business at P.O Box 143256, Coral Gables, Florida 33114-3256.

**ARTICLE II - COMMENCEMENT OF EXISTENCE**

The existence of the corporation will commence on the date of filing these Articles of Incorporation.

**ARTICLE III - DURATION**

The duration of the corporation is perpetual.

**ARTICLE IV - PURPOSE**

The general nature and purposes for which this corporation is organized are:

1. To engage in every aspect and phase of the practice of medicine, and all its fields of specializations, as are engage in by doctors in good standing;
2. To engage in and render the professional services involved only through its officers, agents and employees who shall be doctors in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation;
3. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments as permitted by law;

4. To engage in no other business other than the rendition of the professional services specified herein; and

5. 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 V - AUTHORIZED SHARES**

The maximum number of shares that the corporation is authorized to issue and have outstanding at any time is 1,000 shares of common stock having a one dollar (\$1.00) par value. The consideration to be paid for each share shall be payable in lawful money or property, labor or services rendered. Shares of the corporation's stock and certificates shall be issued only to doctors law in good standing and duly licensed or otherwise legally authorized with the State of Florida to render the same professional services as this corporation. No shareholder of this corporation shall enter into a voting trust agreement or any other agreement vesting another person with the authority to exercise the voting power of any or all of his stock.

#### **ARTICLE VI - RESTRICTION ON THE TRANSFER OF SHARES**

The stock of this corporation shall not be sold, conveyed, bargained, encumbered, bequeathed, exchanged, transferred or otherwise alienated to another individual, partnership, corporation or association that is not eligible to be a shareholder of this corporation. All certificates of stock issued by this corporation shall have written notice of said provision attached thereto.

#### **ARTICLE VII - PREEMPTIVE RIGHTS**

Each shareholder, upon the sale for cash of any unissued stock (whether or not presently authorized and including treasury shares) of the same kind, class, or series as

that which he already holds, shall have the right (subject to adjustment to avoid the issue of fractional shares) to purchase his pro-rata share of that stock at the price at which it is offered to others. This right shall be deemed waived by any holder who does not exercise it and pay for the stock preempted within thirty days of his receipt of a notice in writing from the corporation inviting him to exercise the right.

#### **ARTICLE VIII - INITIAL REGISTERED OFFICE AND AGENT**

The name of the corporation's initial agent is GONZALO R. DORTA, P.A. and the street address of the corporation's initial registered office where agent is to be found is 1401 Brickell Avenue, Suite 650, Miami, Florida 33131.

#### **ARTICLE IX - INITIAL BOARD OF DIRECTORS**

The corporation shall initially have 1 director. The number of directors may be increased from time to time, as provided in the Bylaws. The name of the initial director is JORGE SUAREZ-MENENDEZ, M.D. and his address is 1300 Coral Way, Suite 201, Miami, Florida 33145.

#### **ARTICLE X - INCORPORATOR**

The name and street address of the incorporator is: Jorge Suarez-Menendez, M.D., P.A. with street address as follows: P.O. Box 143256, Coral Gables, Florida 33114-3256.

#### **ARTICLE XI - BYLAWS**

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors.

#### **ARTICLE XII - 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. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the board of directors. Thereafter, every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at shareholders' meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

### **XIII - 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 placed 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 the amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

### **XIV - 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 valid as though it had been authorized at a meeting of the board of directors.

### **ARTICLE XV - INDEMNIFICATION**

The corporation shall indemnify any officer or director, or any former officer or

Having been named to accept service of process for "JORGE SUAREZ-MENENDEZ, M.D., P.A." at the place designated in this acknowledgement, and being familiar with the obligations of a registered agent, I agree to act in that capacity and to comply with the provisions of the Florida General Corporation Act relative to keeping open the registered office.

GONZALO R. DORTA P.A.  
BY:   
\_\_\_\_\_  
Registered Agent

STATE OF FLORIDA :  
: S.S.  
COUNTY OF MIAMI-DADE :

IN WITNESS WHEREOF, the foregoing acknowledgement and statement of the designated registered agent instrument was executed and acknowledged before me this \_

30 day of July, 1998.

OFFICIAL NOTARY SEAL  
MARTHA MUNOZ  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC711512  
MY COMMISSION EXP. JAN. 27, 2002

\_\_\_\_\_  
Notary Public,  
State of Florida at Large

My commission expires:  
ANA\SUAREZMEN.INC

director, to the full extent permitted by law.

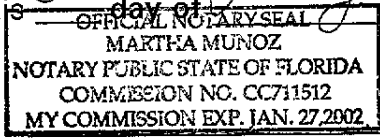
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the 30 day of August, 1998.

*[Handwritten Signature]*  
JORGE SUAREZ-MENENDEZ, M.D.

STATE OF FLORIDA :  
: COUNTY OF MIAMI-DADE :

BEFORE ME, the undersigned authority personally appeared JORGE SUAREZ-MENENDEZ of JORGE SUAREZ-MENENDEZ, M.D., P.A., to me well known to be the person described in and who executed and subscribed to the foregoing Articles of Incorporation and who freely and voluntarily acknowledged before me that on this 30 day of July, 1998, he executed and subscribed to the aforesaid Articles of Incorporation for the uses and purposes set forth therein.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Miami, Dade County, State of Florida, this 30 day of July, 1998.



My commission expires:

Notary Public  
State of Florida at Large

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98 AUG 10 PM 12:39  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ACKNOWLEDGEMENT AND STATEMENT OF DESIGNATED REGISTERED AGENT**

Pursuant to Chapter 607, Florida Statutes, the following is submitted:

That "JORGE SUAREZ-MENENDEZ, M.D., P.A." desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, has named, as agent to accept service of process within the state: GONZALO R. DORTA, P.A., at 1401 Brickell Avenue, Suite 650, Miami, Florida 33131.