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GARY R. SASLAW, P.A.

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AVENTURA, FLORIDA 33180-1422

FILED

95 JUN 12 AM 8:29

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(305) 682-0200

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GARY R. SASLAW
OF COUNSEL
WILLIAM J. REGAL

June 7, 1995

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

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****122.50 ****122.50

Re: Medical Associates of Dade County, Inc.

To Whom This May Concern:

Please find enclosed 2 executed copies of the Articles of Incorporation of Medical Associates of Dade County, Inc. I have also enclosed a check in the amount of \$122.50 to cover the following:

Filing Articles of Incorporation	\$ 35.00
Designation of Registered Agent	35.00
Certified Copy Fee	<u>52.50</u>
TOTAL	\$122.50

Please return a certified copy of the Articles of Incorporation in the envelope provided for your convenience. If you have any questions, please immediately contact the undersigned.

Sincerely,

GARY R. SASLAW, P.A.

Gary Saslaw

wak:gs
Enclosures

Copy to: Dr. Howard B. Reinfeld

MEPF0700

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6/16/95

ARTICLES OF INCORPORATION
OF
MEDICAL ASSOCIATES OF DADE COUNTY, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 1

Name

The name of this Corporation shall be MEDICAL ASSOCIATES OF DADE COUNTY, INC.

ARTICLE 2

Principal Office

The principal place of business and mailing address of the corporation shall be 1380 N.E. Miami Gardens Drive, #140, North Miami Beach, Florida 33179.

ARTICLE 3

Purpose

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE 4

Capital Stock

The authorized capital stock, the par value thereof, and the class of such stock shall be as follows:

<u>NUMBER OF SHARES</u> <u>AUTHORIZED</u>	<u>PAR VALUE</u> <u>PER SHARE</u>	<u>CLASS OF</u> <u>STOCK</u>
1,000	\$1.00	Voting Common

ARTICLE 5

Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE 6

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 1380 N.E. Miami Gardens Drive, #140, North Miami Beach, Florida 33179 and the name of the initial registered agent of this Corporation at that address is Howard B. Reinfeld, M.D.

ARTICLE 7

Initial Board of Directors

The names and addresses of the initial directors of this Corporation are:

Howard B. Reinfeld, M.D. 1380 N.E. Miami Gardens Drive
Suite 140
North Miami Beach, Florida 33179

The number of directors may be either increased or diminished from time to time as provided for by the By-Laws but shall never be less than one.

ARTICLE 8

Incorporator/Subscriber

The names and addresses of the persons signing these articles are:

Howard B. Reinfeld, M.D. 1380 N.E. Miami Gardens Drive
Suite 140
North Miami Beach, Florida 33179

ARTICLE 9

By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE 10

Indemnification

The Corporation shall indemnify, or advance expense to, to the fullest extent authorized or permitted by the Florida General Corporation Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he (i) is or was a director of the Corporation; (ii) is or was serving at

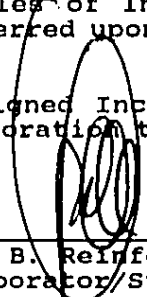
the request of the Corporation as a director of another corporation; (iii) is or was an officer of the Corporation, provided that he is or was at the time a director of the Corporation; or (iv) is or was serving at the request of the Corporation as an officer of another corporation, provided that he is or was at the time a director of the Corporation; and further provided that, in all cases, such person acted in good faith and in a manner in which he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation. The foregoing is subject to and shall not limited any rights granted to the Corporation by the Florida General Corporation Act.

ARTICLE 11

Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

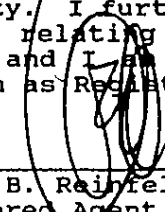
IN WITNESS WHEREOF, the undersigned Incorporator/Subscriber has executed these Articles of Incorporation this 7 day of June, 1995.



Howard B. Reinfield, M.D.,
Incorporator/Subscriber

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.

Dated: June 7, 1995



Howard B. Reinfield, M.D.,
Registered Agent

STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing Articles of Incorporation were acknowledged before me this 7 day of June, 1995, by Howard B. Reinfield, M.D., as Incorporator/Subscriber and as Registered Agent. Howard B. Reinfield, M.D. is personally known to me or has produced a Florida Driver's License as identification.

WITNESS my hand and official seal in the State and County last aforesaid, this 7 day of June, 1995.

Notary Public
State of Florida
My commission expires:
My commission number is: _____

NOTARY PUBLIC, STATE OF FLORIDA
GARY BASLAW
COMMISSION NO: CC-402608
MY COMMISSION EXPIRES
AUG. 23, 1998