

EFFECTIVE DATE  
1-11-00

MARTINEZ MOLINA, P.A.

1000 BRICKELL AVENUE

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ANGELA L. FLEMMING

ALEIDA MARTINEZ MOLINA

ADMITTED IN CONNECTICUT & NEW YORK

January 6, 2000  
VIA FEDERAL EXPRESS

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\*\*\*\*\*78.75 \*\*\*\*\*78.75

Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

Re: Dr. Roy F. Williams, M.D. P.A.

Dear Sir/Madam,

Please find enclosed an original and a copy of the Articles of Incorporation for the above-named professional association. In addition, a check in the sum of \$78.75 is enclosed representing the following fees:

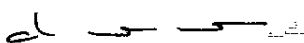
Filing Fee  
Certified Copy  
Registered Agent Fee

**Total \$78.75**

Please file the original of the Articles and return a certified copy to the undersigned in the enclosed self-addressed Federal Express envelope.

Thanking you in advance for your assistance in this matter.

Very truly yours,

  
Aleida Martinez Molina

Enclosures

FILED  
00 JAN 14 PM 2:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**ROY F. WILLIAMS, M.D., P.A.**

**EFFECTIVE DATE**

1-11-00

FILED  
00 JAN 14 PM 2:08  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these articles of incorporation, being duly licensed to practice medicine under the laws of the State of Florida, adopt these articles to form a corporation under the Professional Service Corporation Act, F.S. Chapter 621, and other laws of the State of Florida:

**ARTICLE I. NAME**

The name of the professional service corporation is: Roy F. Williams, M.D., P.A.

**ARTICLE II. PRINCIPAL OFFICE**

The principal business office and mailing address of this corporation are as follows: The Atrium Medical Offices, 11760 SW 40th Street, Suite 722, Miami, Florida 33175.

**ARTICLE III. PURPOSE**

The professional service corporation is formed to engage in every phase and every aspect of the practice of cardiothoracic surgery. In addition, the corporation may invest the funds of the professional service corporation in real estate, mortgages, stocks, bonds or any other type of investment, and own real and personal property necessary for the rendering of professional services.

**ARTICLE IV. TERM OF EXISTENCE**

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

**ARTICLE V. CAPITAL STOCK**

The capital stock of the professional service corporation shall be 1000 shares of common stock having a par value of \$.01 per share.

None of the shares of the professional service corporation may be issued to anyone other than an individual duly licensed to practice law in the State of Florida.

#### **ARTICLE VI. REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this professional service corporation is 11760 SW 40th Street, Suite 722, Miami, Florida 33175. The initial registered agent of this corporation at that address is Roy F. Williams, M.D.

#### **ARTICLE VII. SUBSCRIBERS**

The name and address of the person signing these articles of incorporation: Roy Williams, M.D.; 90 Edgewater Drive #603, Coral Gables, Florida 33133.

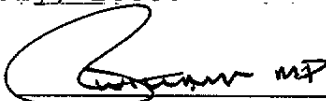
#### **ARTICLE VIII. RESTRAINT ON ALIENATION OF SHARES**

The shareholder(s) of the professional service corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of the shareholders of the professional service corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the professional service corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details of the disposition, shall be determined by the shareholders of the professional service corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. Any sale or transfer may be made only after it has been approved at a shareholder meeting especially called for that purpose. If any shareholder becomes legally disqualified to practice law in the State of Florida, is elected to a public office, or accepts employment that places restrictions or limitations on the continuous rendering of such professional services, that shareholder's shares of stock shall immediately become subject to purchase by the professional service corporation in accordance with the bylaws adopted by the shareholders.

#### **ARTICLE IX. AMENDMENT**

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

The undersigned has executed these Articles of Incorporation this 11 day of January, 2000.



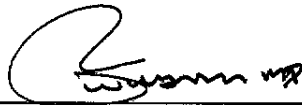
Roy F. Williams, M.D.

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

In compliance with Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office and registered agent in the state of Florida:

1. The name of the professional service corporation is  
Roy F. Williams, M.D., P.A.
2. The name and address of the registered agent and office  
is:

Name: Roy F. Williams, M.D.  
Address: 11760 SW 40th Street, Suite 722  
Miami, Florida 33175

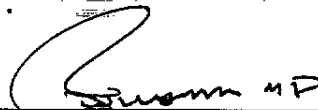


Incorporator

1/11/00

Date

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



Resident Agent

Dated: January 11, 2000

FILED  
00 JAN 14 PM 2:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA