

# P000000011409

## TRANSMITTAL LETTER

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

500003113135--7  
-01/27/00--01083--010  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: FAUSTO INNAMORATI M.D., P.A.  
(Proposed corporate name - must include suffix)

FILED  
00 JAN 27 11:01  
TALLAHASSEE, FLORIDA

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee &  
Certificate of  
Status

☒ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Orlando Arrom  
Name (Printed or typed)

10556 N.W. 26th Street - Suite 203  
Address

Miami, FL 33172  
City, State & Zip

(305) 592-0663  
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

T. Burch FEB 2 2000

**ARTICLES OF INCORPORATION  
OF  
FAUSTO INNAMORATI M.D., P.A.**

FILED  
03 JAN 27 AM 11:01  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of **Fausto Innamorati M.D., P.A.** under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I. NAME**

The name of the corporation is:

**FAUSTO INNAMORATI M.D., P.A.**

and the principal place of business is:

1190 N.W. 95 St., Suite. 412, Miami, Florida 33150

**ARTICLE II. NATURE OF CORPORATE BUSINESS**

The general nature and purpose of business to be transacted, promoted and carried on by the corporation are as follows:

To engage in every phase and aspect of the business of rendering the same professional services to the public that a physician duly licensed under the laws of the State of Florida, is authorized to render, but such professional services shall be rendered only through officers, employees, and agents who are duly licensed under the laws of the State of Florida to practice therein.

The Corporation may also engage in or transact any or all activity of business permitted under the laws of the United States and of the State of Florida pursuant to Chapter 621 of the Florida Statutes entitled Professional Service Corporations.

The foregoing paragraphs shall be construed as enumerating both objectives and purposes of this 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 this Corporation otherwise permitted by law.

**ARTICLE III. COMMENCEMENT OF EXISTENCE**

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

#### **ARTICLE IV. AUTHORIZED SHARES**

The maximum number of shares that the corporation is authorized to have outstanding at any time is 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. None of the shares of this Corporation may be issued to anyone other than an individual in good standing and duly licensed to practice as a physician in the State of Florida.

#### **ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 10556 N.W. 26 St., Suite 203, Miami, FL 33172 and the name of the corporation's initial registered agent at that address is Orlando Arrom.

#### **ARTICLE VI. INCORPORATOR**

The name and street address of the incorporator is:

**Name:**

Fausto Innamorati

**Address:**

5600 Royal Oak Way  
Ft. Lauderdale, FL 33312

#### **ARTICLE VII. BYLAWS**

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

#### **ARTICLE VIII. VOTING TRUSTS**

No Stockholder of this 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 IX. REMOVAL OF DIRECTOR**

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

#### **ARTICLE X. RESTRAINT OF ALIENATION OF SHARES**

The Stockholders of this Corporation shall have the power to include in the By-Laws, adopted by a majority of the Stockholders of this Corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding shares of this Corporation. The manner and form, as well as relevant terms, conditions, and details hereof, shall be determined by the Stockholders of this Corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights to third parties without actual notice thereof, unless existence of such provisions shall be plainly written upon the certificate evidencing the ownership of such stock. No stockholder of this Corporation may sell or transfer his shares therein except to another individual who is eligible to be a Stockholder of this Corporation. If any Stockholder becomes legally disqualified to practice in the State of Florida, or is elected to public office, or accepts employment that places restrictions or limitations upon his continuous rendering of such professional services, such Stockholder's shares shall immediately become subject to purchase by this Corporation in accordance with the Bylaws adopted by the Stockholders.

#### **ARTICLE XI. INDEMNIFICATION**

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

#### **ARTICLE XII. POWERS**

This Corporation shall have all of the corporate powers enumerated in the Florida General Corporate Act.

#### **ARTICLE XIII. INFORMAL DIRECTOR ACTION**

If all 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 as valid as though it had been authorized at a meeting of the Board of Directors.

#### **ARTICLE XIV. INFORMAL SHAREHOLDER ACTION**

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

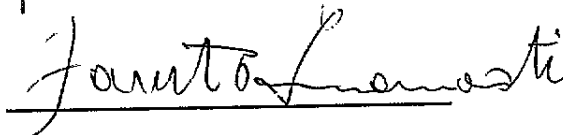
#### **ARTICLE XV. SEVERANCE AND TERMINATION OF EMPLOYMENT**

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 places 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 amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

#### **ARTICLE XVI. AMENDMENT TO ARTICLES OF INCORPORATION**

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 Stockholders, and approved at a Stockholders meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intentions that a certain amendment of these Articles of Incorporation be made. All rights of Stockholders are subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 24 day of January, 2000.

A handwritten signature in cursive script, reading "Fausto Innamorati", written over a horizontal line.

FAUSTO INNAMORATI

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

Having been named as registered agent for *Fausto Innamorati M.D., P.A.*

in the foregoing Articles of Incorporation, I hereby agree to accept service for process for said corporation and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

A handwritten signature in cursive script, reading "Orlando Arrom", written over a horizontal line.

ORLANDO ARROM