



THE UNITED STATES CORPORATION COMPANY

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00 FEB -7 PM 3:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032  
REFERENCE : 578556 137629A  
AUTHORIZATION : ~~Robert Jensen~~  
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EFFECTIVE DATE  
02/01/00

ORDER DATE : February 7, 2000  
ORDER TIME : 1:34 PM  
ORDER NO. : 578556-005  
CUSTOMER NO: 137629A

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

CUSTOMER: Robert W. Jensen, Esq  
ROBERT W. JENSEN, ESQ  
ROBERT W. JENSEN, ESQ  
Suite 305  
4675 Ponce De Leon Boulevard  
Coral Gables, FL 33146

DOMESTIC FILING

NAME: HECTOR B. JIMENEZ, M.D., P.A.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Erika Carlson

EXAMINER'S INITIALS: PH

2/7/2000

RECEIVED  
00 FEB -7 PM 3:19  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
FOR  
HECTOR B. JIMENEZ, M.D., P. A.**

FILED  
00 FEB -7 PM 3: 48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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 of Section 607, Florida General Corporation Act, and Section 621, Florida Professional Service Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

EFFECTIVE DATE  
02/01/00

**ARTICLE I**

**NAME OF CORPORATION, PRINCIPAL OFFICE AND MAILING ADDRESS**

The name of this corporation shall be: **HECTOR B. JIMENEZ, M.D., P. A.**

The principal Office and Mailing Address is: 1321 NW 14 Street, Suite 305, Miami, Florida, 33125.

**ARTICLE II**

**PURPOSES**

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

- a. To engage in every aspect in the practice of Medicine, and all its fields of specializations, as are engaged in by Physicians.
- b. To engage and render the professional services involved only through its officers, agents and employees who shall be Physicians in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.
- c. To invest its funds in real estate, mortgages, stocks, bonds and any other type of

investments permitted by law.

- d. To engage in no other business other than the rendition of the professional services specified herein.
- e. 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 III  
CAPITAL STOCK**

- a. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 7,000 shares of common stock at One Dollar (\$1.00) per share par value.
- b. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.
- c. Shares of the corporation's stock and certificates shall be issued only to Physicians in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

**ARTICLE IV  
DURATION**

The corporation shall have perpetual existence.

**ARTICLE V  
EFFECTIVE DATE**

The effective date of the corporation shall be February 1, 2000.

**ARTICLE VI  
REGISTERED AGENT**

The address of this corporation's initial registered office is 1321 NW 14 Street, Suite 305, Miami, FL 33125, and the name of its initial registered agent at said address is Hector B. Jimenez, M.D..

**ARTICLE VII  
INCORPORATOR**

The name and address of the Incorporator is as follows: Hector B. Jimenez, M.D. 1321 NW 14 Street, Suite 305, Miami, FL 33125.

**ARTICLE VIII  
BOARD OF DIRECTORS**

The corporation shall have a Board of Directors consisting of one (1) person. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders but shall never be less than one. The name and address of the initial Director of this corporation is:

Hector B. Jimenez, M.D.	1321 NW 14 Street, Suite 305
	Miami, FL 33125

**ARTICLE IX  
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 X**  
**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 XI**  
**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 as valid as though it had been authorized at a meeting of the Board of Directors.

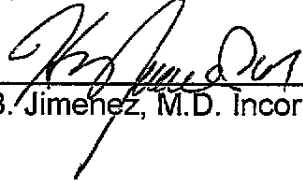
**ARTICLE XII**  
**INDEMNIFICATION**

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

**ARTICLE XIII**  
**BYLAW AMENDMENT**

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of Florida governing a Professional Service Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in the State of Florida, this 3 day of February, 2000.

  
\_\_\_\_\_  
Hector B. Jimenez, M.D. Incorporator

STATE OF FLORIDA  
COUNTY OF MIAMI-DADE

BEFORE ME, the undersigned authority, personally appeared Hector B. Jimenez, M.D. who is to me known to be the person described in and who executed the foregoing Articles of Incorporation as the Incorporator, and he acknowledged to and before me that he executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF I have hereunto set my hand and seal in said County and State, this 3 day of February, 2000.

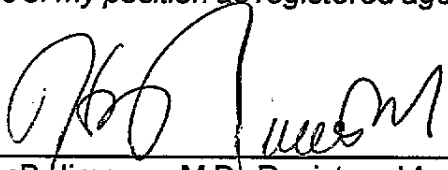
  
\_\_\_\_\_  
Notary Public State of Florida



"OFFICIAL SEAL"  
Mabiet Gonzalez  
My Commission Expires 4/16/2000  
Commission #CC 547815

FILED  
00 FEB - 7 PM 3:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*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.*

  
\_\_\_\_\_  
Hector B. Jimenez, M.D., Registered Agent  
Date: 2/3/00