

P00000018178

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

24/7 Total Medical Care,
-P.A.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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- ☒ Art of Inc. File Cert.
- ☐ LTD Partnership File
- ☐ Foreign Corp. File
- ☐ L.C. File
- ☐ Fictitious Name File
- ☐ Trade/Service Mark
- ☐ Merger File
- ☐ Art. of Amend. File
- ☐ RA Resignation
- ☐ Dissolution / Withdrawal
- ☐ Annual Report / Reinstatement
- ☒ Cert. Copy
- ☐ Photo Copy
- ☐ Certificate of Good Standing
- ☐ Certificate of Status
- ☐ Certificate of Fictitious Name
- ☐ Corp Record Search
- ☐ Officer Search
- ☐ Fictitious Search
- ☐ Fictitious Owner Search
- ☐ Vehicle Search
- ☐ Driving Record
- ☐ UCC 1 or 3 File
- ☐ UCC 11 Search
- ☐ UCC 11 Retrieval
- ☐ Courier

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00 FEB 21 AM 11:01
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Signature

Requested by:

CM 2/21 10:09

Name

Date

Time

Walk-In

Will Pick Up

PH 2/21/2000 ✓

**Articles of Incorporation
of
24/7 Total Medical Care, P.A.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber(s) to these articles of incorporation, being duly licensed to practice medicine under the laws of the State of Florida, adopt(s) these articles to form a professional service 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 this corporation shall be **24/7 Total Medical Care, P.A..**

ARTICLE II. PURPOSE

The corporation is formed to engage in every phase and aspect of the practice of medicine. In addition, the corporation may: a) transact any other lawful business for which professional service corporations may be transact under the laws of the state of Florida; b) invest the funds of the 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; and c) To do such other and further things as are incidental to the foregoing or necessary or desirable in order to accomplish such purpose(s).

ARTICLE III. TERM OF EXISTENCE

The professional service corporation shall have perpetual existence commencing on the date these articles of incorporation are filed with the Department of State of Florida.

ARTICLE IV. CAPITAL STOCK

The capital stock of this professional service corporation shall be 5,000 shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE V. REGISTERED OFFICE AND AGENT

The name and address of the registered agent of this professional service corporation is

Dennison & Dennison, P.A.
15700 NW 67th Ave., Suite 200
Miami Lakes, FL 33014

ARTICLE VI. BOARD OF DIRECTORS

The business of the corporation shall be managed by its board of directors of not less than one nor more than seven directors. The initial board of directors shall consist of one (1) member. The name and address of the member of the first board of directors is:

Mario Zambrano, M.D.
14450 Glencairn Road
Miami Lakes FL 33016

ARTICLE VII. PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the initial principal office and mailing address for the corporation is:

14450 Glencairn Road
Miami Lakes, FL 33016

ARTICLE VIII. RESTRAINT ON ALIENATION OF SHARES

The shareholders of the professional service corporation shall have the power to include in the bylaws, 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 the shareholders, or in the event of the death of any 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. No shareholder of the professional service corporation may sell or transfer his stock in the corporation except to another individual who is eligible to be a shareholder of the professional service corporation, and the 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 or 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. PREEMPTIVE RIGHTS

Subject to the terms of any Shareholder Agreement, each Stockholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribed for, at the par value thereof, a pro rata portion of:

(1) Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property, or real property, or leases thereof; or

(2) Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent to any warrant or warrants or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

ARTICLE X. BY-LAWS

The power to adopt, alter, amend, or repeal By-Laws shall be vested in the Board of Directors and the shareholders, except that the Board of Directors may not amend or repeal any By-Law adopted by the shareholders if the shareholders specifically provide that the By-Law is not subject to amendment or repeal by the Directors.

ARTICLE XI. AMENDMENTS TO ARTICLES

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 a 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.

The amending process contained in the preceding paragraph may be suspended and amendments at the initiation of the shareholders, and shall be evidenced by the written approval by a majority of the shareholders.

ARTICLE XII. TRANSACTIONS WITH DIRECTORS NOT INVALID

No contract or other transaction between the corporation and any other corporation, and no act of the corporation shall be affected in any way or invalidated by the fact that any of the Directors of the corporation are pecuniary or otherwise interested in, or are Directors or officers of, such other corporation. Any Director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniary or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board of Directors at which action upon such contract or transaction shall be taken; and any Directors of the corporation who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not such Director or officer of such other corporation or not so interested.

ARTICLE XIII. MISCELLANEOUS

A. Stockholders Agreements. The corporation and its Stockholders, or any of them, or the Stockholders among themselves, may enter into agreements, voluntarily or involuntarily, restricting the transferability or encumbrance of the stock of the corporation. Such agreements may confer upon the corporation or the Stockholders, or both an option of first refusal or mandatory purchase in the event of such transfer or encumbrance. Such agreements may include such restrictions during the lifetime or upon the death or legal incompetence of any Shareholder. Nothing in the Articles of Incorporation or the By-Laws shall be construed to authorize a transfer or such stock upon the books of the corporation in violation of such agreements.

B. Indemnification of Directors. The corporation shall indemnify any Director who by virtue of his being an officer or Director of this corporation, is made a part to any action or proceeding, except when such Director is adjudged guilty of malfeasance in the discharge of his duties to the corporation. Indemnification shall be for all reasonable expenses incurred as a result of such action or proceeding.

C. Directors Liability. No Director shall be liable to the corporation for any loss or damage suffered on account of any action taken or omitted in good faith, if such Director exercised the same degree of care that a prudent man would have exercised in the conduct of his own affairs.

D. Reimbursement of Directors. In any action or proceeding brought by or on behalf of the corporation against a Director, which results in a decision in favor of the Director, the corporation shall reimburse the Director for all reasonable expenses incurred by him in the course of the action or proceedings.

IN WITNESS WHEREOF, the undersigned subscriber executed these articles of incorporation on 2/18/2000.

SUBSCRIBER:

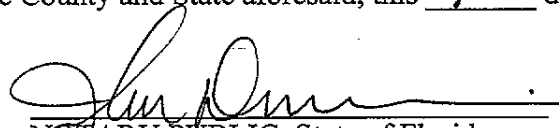

Mario Zambrano, M.D.

STATE OF FLORIDA }

COUNTY OF DADE }

I HEREBY CERTIFY that on this day before me, an officer duly authorized to take acknowledgments in the State and County aforesaid, Mario Zambrano, M.D. personally appeared to me, well known to be the person described as the subscriber in and who executed the foregoing Articles of Incorporation and acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS, my hand and official seal in the County and State aforesaid, this 18th day of Feb, 2000.


NOTARY PUBLIC, State of Florida

My Commission Expires:

JOHN DENNISON
NOTARY PUBLIC - STATE OF FLORIDA
COMMISSION # CC887375
EXPIRES 12/12/2003
BONDED THRU ASA 1-533-NOTARY1

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00 FEB 21 PM 1:13

**CERTIFICATE
DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR SERVICE OF PROCESS
WITHIN THE STATE OF FLORIDA**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

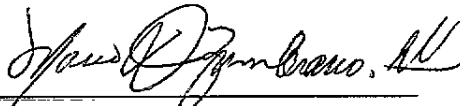
IN COMPLIANCE WITH F.S. 607.034 THE FOLLOWING IS SUBMITTED:

First, that **24/7 Total Medical Care, P.A.**, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at:

**14450 Glencairn Road
Miami Lakes FL 33016**

has named **Dennison & Dennison, P.A.**, whose address is 15700 NW 67th Ave., Suite 200, Miami Lakes, FL 33014, as its agent to accept service of process within Florida.

2/12/2000
DATE



Mario Zambrano, M.D.

ACCEPTANCE OF APPOINTMENT

Having been named to accept service of process for the professional service corporation 24/7 Total Medical Care, P.A., 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 performance of my duties.



DENNISON & DENNISON, P.A.
BY: John Dennison, its President