

# P00000258361

## TRANSMITTAL LETTER

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

000003283570--4  
-06/09/00--01108--016  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

**SUBJECT: GARDENS INFECTIOUS DISEASE GROUP, INC.**

Enclosed is an original and two (2) copies of the articles of incorporation and a check for \$87.50 to cover the Filing Fee, Certified Copy and Certificate of Status.

**FROM:**

Andres E Suarez  
3385 Burns Road Suite 207  
Palm Beach Gardens, Florida 33410

Telephone number: 561-626 2914  
Fax number: 561-626 2915

FILED  
00 JUN -9 AM 8:11  
SECRETARY OF STATE  
TALLAHASSEE, FL 09101

6-16  
KCC

**ARTICLES OF INCORPORATION  
OF  
GARDENS INFECTIOUS DISEASE GROUP, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I  
NAME**

The name of the corporation shall be:  
GARDENS INFECTIOUS DISEASE GROUP, INC.

**ARTICLE II  
PRINCIPAL OFFICE**

The mailing address of the initial principal office of this corporation is 3385 Burns Road Suite 207, Palm Beach Gardens, Florida 33410. The Board of Directors may, from time to time, change the street and post office address of the principal office of the corporation.

**ARTICLE III  
PURPOSE**

To engage in medical and health care related activities and any other business or profession permitted under the laws of the United States and the State of Florida.

**ARTICLE IV  
CAPITAL STOCK**

This corporation is authorized to issue 10,000 shares of common stock.

The common stock of the corporation shall have the following characteristics:

- (a) Par value shall be \$0.01 per share.
- (b) At all meetings of the stockholders, the common stockholders shall be entitled to cast one (1) vote for each share of common stock owned. That a common stockholder is interested in a matter to be voted upon shall not disqualify him from voting thereon.
- (c) Except as otherwise provided by law, the entire voting power for the election of the directors and for all other purposes shall be vested exclusively in the holders of the outstanding common stock.
- (d) Notwithstanding any other provision herein or in the By-Laws, the corporation and the relationships among its shareholders shall be governed in accordance with a Shareholder Agreement among the corporation and its shareholders pursuant to Section 607.0731, Florida Statutes, as amended. Any conflict between the provisions hereof and thereof shall be controlled by the provisions of the Shareholder Agreement.

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TALLAHASSEE, FLORIDA

**ARTICLE V**  
**INITIAL BOARD OF DIRECTORS**

The affairs of the Corporation shall be managed and governed by a Board of Directors composed of one (1) Director initially. The number of Directors may be either increased or diminished from time to time in accordance with the By-Laws but shall never be fewer than one (1). The name and address of the person who shall serve as the initial director is as follows: Andres E Suarez 8055 Steeplechase Drive, Palm Beach Gardens, Florida 33418.

**ARTICLE VI**  
**INITIAL REGISTERED AGENT AND ADDRESS**

The name of the initial registered agent of this corporation is Andres E Suarez. The street address of the initial registered agent of this corporation is 3385 Burns Road Suite 207, Palm Beach Gardens, Florida 33410.

**ARTICLE VII**  
**INCORPORATOR**

The name and street address of the incorporator is Andres E Suarez, 3385 Burns Road Suite 207, Palm Beach Gardens, Florida 33410.

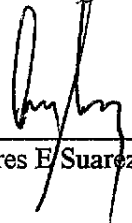
**ARTICLE VIII**  
**TERM OF EXISTENCE**

This corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

**ARTICLE IX**  
**AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner provided by law. The approval of each class of shareholders shall be required for any amendment or repeal.

The undersigned has executed these Articles of Incorporation this 8th day of June, 2000.

  
\_\_\_\_\_  
Andres E Suarez, Incorporator

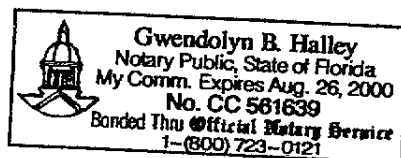
STATE OF FLORIDA  
COUNTY OF PALM BEACH

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Andres E Suarez, personally known to me to be the person who executed the foregoing Articles of Incorporation, and who did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid on the 8th day of June, 2000.

*Gwendolyn B. Halley*  
Notary Public  
State of Florida at Large

My Commission Expires:




**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of 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/registered agent, in the State of Florida.

1. The name of the corporation is: **GARDENS INFECTIOUS DISEASE GROUP INC.**
2. The name and address of the registered agent and office is: **ANDRES E SUAREZ, 3385 Burns Road Suite 207, Palm Beach Gardens, Florida 33410.**

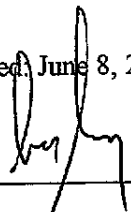
Dated: June 8, 2000

  
\_\_\_\_\_  
Andres E Suarez, Incorporator

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00 JUN -9 AM 8:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT 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 AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Dated: June 8, 2000

  
\_\_\_\_\_  
Andres E Suarez,  
Registered Agent