

Deborah L. Holmes, M.D.

P000000075678

10905 NE 8TH AVENUE  
MIAMI, FLORIDA 33161-7215  
305-895-8356

August 1, 2000

Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

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-08/07/00--01015--001  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Dear Madam or Sir:

I wish to request that one original copy be returned to the above noted address for my records. Enclosed, please find two notarized copies of Articles of Incorporation of Deborah L. Holmes, M.D. , P.A..

Thank you for your attention to this matter.

Yours sincerely,

  
Deborah Holmes, M.D.

Enclosed, please also find an addressed envelope. Thank you.

Also enclosed is the check for \$78.75  
(filing fee).

T. Burch AUG 10 2000

**ARTICLES OF INCORPORATION  
OF**

**DEBORAH L. HOLMES, M.D., P.A.**

I, the undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, do hereby make, subscribe, acknowledge and file these Articles of Incorporation for the purpose of forming a professional service corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida and in accordance with the Florida Professional Service Corporation Act, providing for the formation, liabilities, rights and privileges, and immunities of Professional Corporations.

**ARTICLE I**

The name of this corporation shall be Deborah L. Holmes, M.D., P.A.

**ARTICLE II**

The corporation shall have a perpetual existence, commencing on the date of filing of these Articles of Incorporation with the office of the Florida Secretary of State.

**ARTICLE III**

This corporation is organized for the following purposes:

(a) To engage in every aspect and phase of business of rendering professional medical services and consultant services to the general public and to do all things in connection therewith that are customarily done by licensed physicians under the laws of the State of Florida and in accordance with Chapter 621, Florida Statutes. The general and public practice of professional medical services is the sole and exclusive professional service to be rendered by this corporation.

(b) To limit the liability of the shareholders of this corporation so that the personal liability of the shareholders is no greater in any respect than that of a shareholder-employee of a corporation organized under Chapter 607, Florida Statutes.

(c) To invest the funds of the corporation in real estate, mortgages, stocks, bonds, or any other type of investment and to own real and personal property necessary for the rendering of professional services.

(d) In general, either alone or in association with other corporations, firms, or individuals, to do all and everything necessary and proper for the accomplishment of any of the purposes or the attainment of any of the objectives enumerated in these Articles of Incorporation, or any amendment thereof, including but not limited to, owning property, entering into contracts and to carrying on any lawful pursuit necessary or incidental to the accomplishment or furtherance of such purposes or objectives to such extent as is now or may hereafter be allowable for a corporation organized under Chapter 621, Florida Statutes.

#### ARTICLE IV

This corporation is authorized to issue one thousand (1,000) shares of common stock, each share of the par value of one dollar (\$1.00). No shares without nominal or par value shall be issued.

#### ARTICLE V

(a) If any shareholder becomes legally disqualified to practice medicine or accepts employment that restricts or limits the continuous rendering of such professional services, such shareholder's shares shall immediately become subject to purchase by this corporation in accordance with the bylaws of the corporation.

(b) The professional services of this corporation shall be carried out only through officers, employees, and agents, each of whom has current certification to provide professional medical services as licensed through the State of Florida.

#### ARTICLE VI

The address of the initial principal office, and the initial registered office, of this corporation is 10905 NE 8<sup>th</sup> Avenue, Biscayne Park, Florida 33161, and the name of the initial registered agent of the corporation at that office is Deborah L. Holmes, M.D. The principal place of business may be at this or other points or places in the State of Florida, the United States or foreign countries as may, from time to time, be authorized by the Board of Directors.

#### ARTICLE VII

This corporation shall have one director initially. The number of directors may either be increased or decreased from time to time as provided in the bylaws of the corporation, but the number of directors of the corporation shall not be less than one nor more than nine. The name and address of the initial director and the incorporator of this corporation is:

Deborah L. Holmes, M.D.  
10905 NE 8<sup>th</sup> Avenue  
Biscayne Park, Florida 33161

#### ARTICLE VIII

These Articles of Incorporation may be amended upon receiving the affirmative vote of a majority of the shares then outstanding at any regular or special meeting of the stockholders upon advance notice of the changes to be made. Such notice shall be

given in accordance with the bylaws of the corporation. Upon approval by the Secretary of State, any such amendment shall become a part of the original Articles of Incorporation.

#### ARTICLE IX

The power to adopt, alter, amend or repeal the bylaws of the corporation shall be vested in the Board of Directors.

#### ARTICLE X

Special meetings of the shareholders may be called by the president and secretary of the corporation, jointly, or by the Board of Directors, or by the holders of not less than ten percent (10%) of the shares then outstanding.

#### ARTICLE XI

At any meeting of the stockholders, fifty-one (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum. If a quorum is present, the affirmative vote of a majority of the shares represented at the meeting entitled to vote on the subject matter shall be the act of the shareholders.

#### ARTICLE XII

Each director and officer of the Corporation now or hereafter serving as such, shall be indemnified by the Corporation against any and all claims and liabilities to which he has or shall become subject by reason of having served as such director or officer, or by reason of any action alleged to have been taken, omitted, or neglected by her as such director or officer; and the Corporation shall reimburse each such person for all legal expenses reasonably incurred by him in connection with any such claim or liability, provided, however, that no such person shall be indemnified against, or be

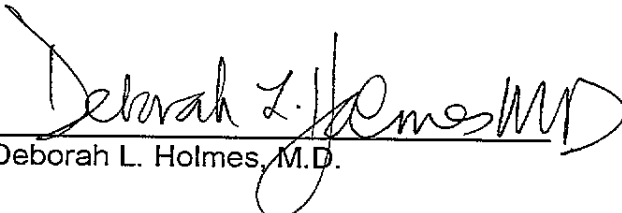
reimbursed for any expense incurred in connection with, any claim or liability arising out of his own wilful misconduct or gross negligence.

The amount paid to any officer or director by way of indemnification shall not exceed his actual, reasonable, and necessary expenses incurred in connection with the matter involved. The right of indemnification provided for herein shall not be exclusive of any rights to which any director or officer of the Corporation may otherwise be entitled by law.

#### ARTICLE XIII

This corporation shall have all of the corporate powers enumerated in the Florida Professional Service Corporation Act, Chapter 621, Florida Statutes, as such chapter presently exists or may hereafter be amended.

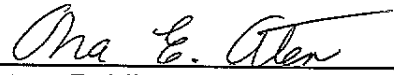
IN WITNESS WHEREOF, I have hereunto set my hand and seal this 2<sup>nd</sup> day of August, 2000.

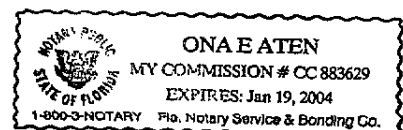
  
Deborah L. Holmes, M.D.

STATE OF FLORIDA  
DADE COUNTY

The foregoing instrument was acknowledged before me this 2<sup>nd</sup> day of August, 2000, by Deborah L. Holmes, M.D., who is personally known to me or who has produced Drivers License as identification and who did take an oath.

Given under my hand and seal this 2<sup>nd</sup> day of August, 2000.

  
Notary Public

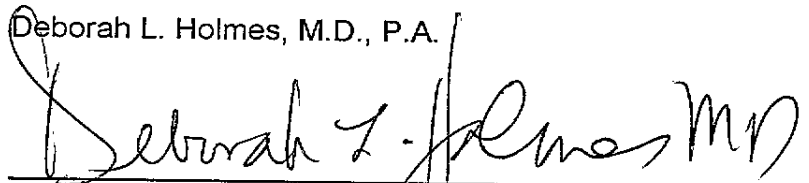


CERTIFICATE DESIGNATING REGISTERED AGENT FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED

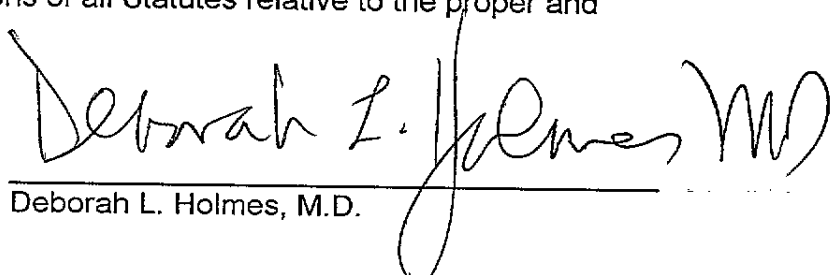
In compliance with Section 48.091, Florida Statutes, the following is submitted:

That Deborah L. Holmes, M.D., P.A., a corporation qualified to do business under the laws of this State, with its principal office in Dade County, Florida, has appointed Deborah L. Holmes, M.D. as its agent to accept service of process within this State at : 10905 NE 8<sup>th</sup> Avenue, Biscayne Park, Florida 33161.

Deborah L. Holmes, M.D., P.A.

  
By Deborah L. Holmes, M.D., President

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 to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.

  
Deborah L. Holmes, M.D.