

PO/8888086 44

ROBERT G. SOUAID  
Attorney-at-Law  
6440 North Bay Road  
Miami Beach, Florida 33141-4516  
Tel. 305-867-8090  
Fax. 305-866-7396

FILED  
01 JAN 08 AM 8:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

January 5, 2001

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

Re: Gordon G. Souaid, M.D., P.A.

800003528508--1  
-01/08/01--01128--002  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

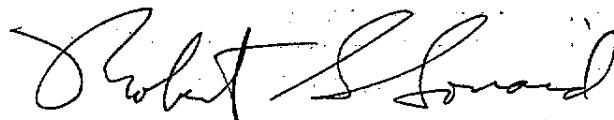
Dear Sirs:

I enclose one original and one copy of the Articles of Incorporation for the above-captioned professional association, together with our check for \$78.75. I would appreciate it if you would file the Articles as soon as possible and return one certified copy to me at the above address.

EFFECTIVE DATE  
1-1-01

Thank you for your attention to this request. Of course, please do not hesitate to call me if you have any questions or comments concerning this matter.

Sincerely,



Robert G. Souaid

RGS/nb:encs.  
Copy for: Dr. Gordon Souaid

1-24-01  
~~1-24-01~~  
we



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

January 12, 2001

ROBERT G. SOUAID, ESQ.  
6440 N. BAY RD.  
MIAMI BCH, FL 33141-4516

SUBJECT: GORDON G. SOUAID, M.D., P.A.  
Ref. Number: W01000001004

We have received your document for GORDON G. SOUAID, M.D., P.A. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the corporation's principal office and/or a mailing address in the document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6995.

Wanda Cunningham  
Document Specialist

Letter Number: 701A00001980

*1/17/01*  
*Dear Wanda,*  
*As we discussed, see Article V*  
*on page 2. Please mail a*  
*certified copy to me A.S.A.P.*  
*Thank you.*  
*Bob Souaid*  
*305-867-8090*

ARTICLES OF INCORPORATION  
OF  
Gordon G. Souaid, M.D., P.A.

EFFECTIVE DATE  
1-1-01

The undersigned, desiring to organize a Professional service corporation for the purposes hereinafter stated, pursuant to the laws of the State of Florida, hereby certifies as follows:

ARTICLE I

Name

The name of this corporation shall be and is:

Gordon G. Souaid, M.D., P.A.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE II

Purpose

The general nature of the professional services to be rendered by this professional service corporation shall be as follows to-wit:

- (a) To engage in every phase and aspect of the business of rendering the same professional services to the Public that a doctor 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.
- (b) To buy, sell, deal in and exchange shares of its own capital stock, except that the Corporation shall not issue any of its capital stock to anyone other than an individual who is duly licensed or otherwise legally authorized to render professional medical services within the State of Florida. No shareholder of this Corporation shall enter into a voting trust agreement or any other type of such agreement vesting another person with the authority to exercise the voting power of any or all of his stock.
- (c) To invest the funds of this Corporation in real estate, mortgages, stock, bonds, or any other type of investment, and to own real and personal property necessary for the rendering of professional services.

- (d) To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof necessary or incidental to the protection and benefit of the Corporation and, in general either alone or in association with other corporations, firms, or individuals to carry on any lawful pursuit necessary or incidental to the accomplishment of the purpose or the attainment of the objects or the furtherance of such purposes or objects of this Corporation.
- (e) Without limiting the generality of any of the foregoing language, the Corporation shall have all of the powers which are now or which may hereafter be conferred upon professional service corporations by the laws of the State of Florida.

### ARTICLE III

#### Stock

The maximum number of shares of stock which this Corporation is authorized to have outstanding at any time is one thousand (1,000) shares of Common Stock having a par value of One Dollar (\$1.00) per share.

### ARTICLE IV

#### Existence

This Corporation shall have perpetual existence commencing on January 1, 2001.

### ARTICLE V

#### Initial Registered Office and Agent

The name and street address of the initial registered agent and office of this Corporation is Gordon G. Souaid, M.D. . 406 Holiday Drive, Hallandale, Florida 33009.

## ARTICLE VI

### Stock Transferability

No Stockholder of this Corporation may sell or transfer his shares in this Corporation except to another individual who is eligible to be a Stockholder of a professional service corporation within the laws of the State of Florida.

## ARTICLE VII

### Stock Ownership

The Board of Directors shall require any officer, Stockholder, agent, or employee of this Corporation, who has been rendering professional services to the public and who becomes legally disqualified to render such professional services within the State of Florida, or who is elected to a public office or accepts employment that, pursuant to existing law, places restrictions or limitations upon his continuing to render such professional services, to sever all employment with, and financial interest in, this Corporation forthwith.

## ARTICLE VIII

### Directors

This Corporation shall have one (1) Director initially. The number of Directors may be increased or diminished, from time to time, by By-Laws adopted by the Stockholders, but shall never be less than one (1).

## ARTICLE IX

### Initial Directors

The name and street addresses of each of the first members of the Board of Directors are:

<u>Name</u>	<u>Street Address</u>
Gordon G. Souaid, M.D.	406 Holiday Drive Hallandale, Florida 33309

All of said Directors are of full age and citizens of the United States of America. The aforesaid Directors shall hold their respective offices until the first Annual Meeting of the Stockholders or until their successors are elected and have qualified.

## ARTICLE X

### Subscriber

The name and street address of the subscriber to the Articles of Incorporation, who is an attorney, duly licensed under the laws of the State of Florida to render services as such is Robert G. Souaid, 6440 North Bay Road, Miami Beach, Florida 33141.

## ARTICLE XI

### By-Laws

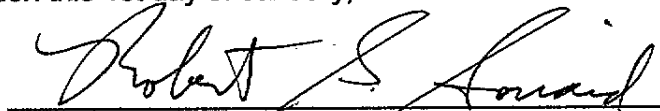
The By-Laws of this Corporation may be created, amended or changed by the Stockholders or Directors at any regular or special meeting, duly held.

## ARTICLE XII

### Contracts

No contract or other transaction between this Corporation or any other corporation shall be affected by the fact that any Director of this Corporation is interested in, or is a director or officer of, such other corporation, and any Director, individually or jointly, may be a Party to, or may be interested in, any contract or transaction of this Corporation or in which this Corporation is interested; and no contract, or other transaction of this Corporation with any person, firm, or corporation, shall be affected by the fact that any Director of this Corporation is a party in any way connected with such person, firm, or corporation, and every person who may become a Director of this Corporation is hereby relieved from any liability that might otherwise exist from contracting with the Corporation for the benefits of himself or any firm, association, or corporation in which he may be in any way interested.

IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Articles of Incorporation this 1st day of January, 2001.

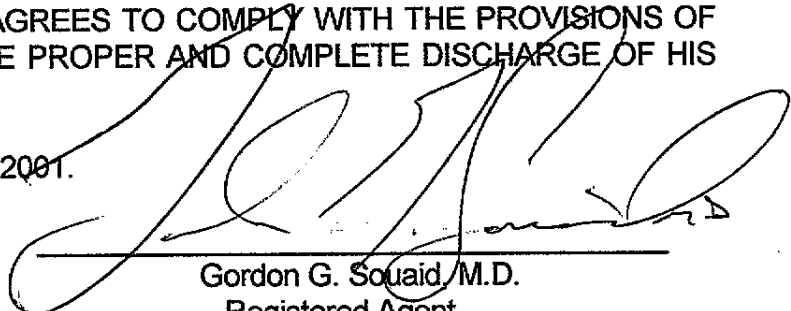


Robert G. Souaid

### ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS DUTIES.

Dated this 1st day of January, 2001.



Gordon G. Souaid, M.D.  
Registered Agent