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Florida Department of State  
Division of Corporations  
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W-2162

**FLORIDA PROFTT CORPORATION OR P.A.**

**MCVIL MEDICAL CENTER, P.A.**

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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

January 30, 2001

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*Jim*

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

P.01/01

EMPIRE CORPORATE KIT

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**ARTICLES OF INCORPORATION**  
**OF**  
**McVIL MEDICAL CENTER, P.A.**

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

1. **NAME:**

The name of the corporation is: **McVIL MEDICAL CENTER, P.A.**

2. **DURATION:**

The period of its duration is perpetual.

3. **PURPOSE:**

To engage in the practice of medicine as a professional corporation to own and operate medical clinics for the purposes of providing medical care and treatment.

To promote medical surgical and scientific research and knowledge to furnish related laboratory and clinical services; to own real and personal property, enter into contracts and engage in any lawful business necessary for the rendering of such professional services.

The purpose is to engage in any activities or business permitted under the Laws of the United States, the State of Florida, and any state or countries.

4. **CAPITAL STOCK:**

The corporation is authorized to issue 100 shares of authorized stock at ten (\$10) dollar par value.

5. **INITIAL REGISTERED OFFICE AND AGENT:**

The name and address of the initial registered agent is as follows:

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TALLAHASSEE, FLORIDA

TELASCO & ASSOCIATES, P.A.  
7320 Biscayne Blvd.  
Miami, Florida 33138

**6. INITIAL BOARD OF DIRECTORS:**

This corporation shall have one (2) directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the by-laws of the corporation in the manner provided by law, but shall never be less than one.

The name and address of the initial director(s) of this corporation is:

Serge Vilvar, M.D.  
1521 N.W. 54<sup>th</sup> Street  
Miami, Florida 33142  
President, Treasurer, Director

Thomas Aldin McKenzie  
1621 N.W. 175<sup>th</sup> Terr.  
Miami, Florida 33169  
Vice President, Treasurer, Director

**7. INCORPORATOR:**

The name and address of the incorporator is:

Thomas Aldin McKenzie  
1621 N.W. 175<sup>th</sup> Terr.  
Miami, Florida 33169  
Vice President, Treasurer, Director

**8. BY-LAW AMENDMENT:**

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

**9. INDEMNIFICATION:**

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

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**10. INFORMAL ACTION OF DIRECTORS:**

If all 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 has been authorized at a meeting of the Board of Directors.

**11. AMENDMENT OF ARTICLES:**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

**12. DIRECTORS' AUTHORITY TO FIX COMPENSATION:**

Directors shall have authority to fix the compensation unless otherwise provided in Articles of Incorporation or by bylaws. (FS §607.111).

**13. PRE-EMPTIVE RIGHTS:**

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms, and conditions of the issue of the shares, and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholders to the corporation within thirty (30) days of receipt of notice from the corporation.

**14. DIRECTOR CONFLICT OF INTEREST:**

A. No contract or other transaction between a corporation

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and one or more of its directors, or between a corporation and any other corporation, firm, association, or other entity, in which one or more of its directors are directors or officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the Board of Directors or of a Committee thereof which approves such contract or transaction, or that his or their votes are counted for such purpose.

(1) If the fact of such common directorship, officership, or financial interest is disclosed or known to the Board or Committee, and the Board or Committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors; or

(2) If such common directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders; or

(3) If the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the Board, a Committee or the shareholders.

B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a Committee which approves such contract or transaction.

**15. MEETING BY CONFERENCE TELEPHONE:**

Members of the Board of Directors may participate in (special) meetings of the Board of Directors by means of conference telephone as provided by law, but (regular) meeting of the Board of Directors must be attended in fact in person by each director.

**16. PRINCIPLE PLACE OF BUSINESS:**

The corporation's principle place of business is:

1521 N.W. 54<sup>th</sup> Street

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**CERTIFICATE OF DESIGNATION**  
**OF 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.

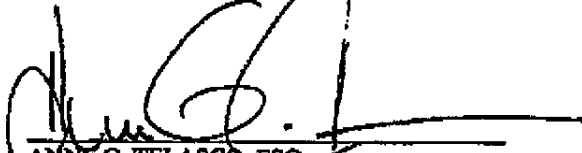
1. The name of the corporation is:

**McVIL MEDICAL CENTER, P.A.**

2. The name and address of the registered agent and office is:

**TELASCO & ASSOCIATES, P.A.**  
**7320 Biscayne Blvd.**  
**Miami, Florida 33138**

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.

  
\_\_\_\_\_  
ANNE G. TELASCO, ESQ.  
TELASCO & ASSOCIATES, P.A.

1/29/01  
DATE

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