

PO10000407210

EDWARD E. LEVINSON, P.A.
PENTHOUSE SOUTHEAST
407 LINCOLN ROAD
MIAMI BEACH, FLORIDA 33139

TELEPHONE 534-6171
AREA CODE 305
TELEX 706615 WCLMIA LD
TELEFAX 538-5504

April 5, 2001

Florida Department of State
Bureau of Corporate Records
P.O. Box 6327
Tallahassee, Florida 32314

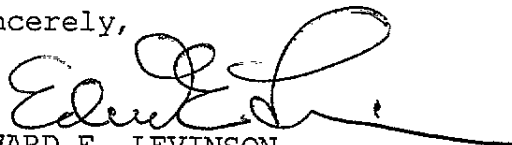
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****78.75 ****78.75

Re: Articles of Incorporation of NOEL R. ZUSMER, M.D., P.A.

I am enclosing herewith two original Articles of Incorporation of Noel R. Zusmer, M.D., P.A., together with my client's check in the amount of \$78.75 for the filing fee and one certified copy of the Articles. Also enclosed is a self-addressed, stamped envelope for your convenience.

Thank you very much for your courtesy and cooperation in this matter.

Sincerely,



EDWARD E. LEVINSON

EEL/dlm
Enclosures
cc: Dr. Noel R. Zusmer
(with copy of enclosure)
gendocs\corp\articles.lts

509
W01=8321

FILED
2001 APR 23 PM 12:50
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Debby Miller GAVE
AUTHORIZATION BY PHONE TO
CORRECT Corp. Name
DATE 4/23/01
DOX. EX/AM cg

cg
4/23/01



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

FILED
2001 APR 23 PM 12:50

SECRETARY OF STATE
TALLAHASSEE FLORIDA

April 12, 2001

EDWARD E. LEVINSON, ESQ.
407 LINCOLN ROAD
PENTHOUSE SOUTHEAST
MIAMI BEACH, FL 33139

SUBJECT: NOEL R. ZUSMER, M.D., P.A.
Ref. Number: W0100008321

We have received your document for NOEL R. ZUSMER, M.D., P.A.. However, the document has not been filed and is being returned for the following:

The name of the entity must be identical throughout 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) 487-6973.

Claretha Golden
Document Specialist
New Filings Section

Letter Number: 501A00021837

ARTICLES OF INCORPORATION

OF

NOEL R. ZUSMER, M.D., P.A.

FILED

2001 APR 23 PM 12:50

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 and 621 of the laws of the State of Florida.

ARTICLE I. NAME

The name of this Corporation shall be:

NOEL R. ZUSMER, M.D., P.A.

The address of the principal office of this corporation shall be 9300 W. Bay Harbor Drive #1B, Bay Harbor Islands, Florida 33154, and the mailing address shall be the same.

ARTICLE II. PURPOSES

The general nature and purposes of business to be transacted, promoted and carried on by the corporation are as follows:

A. To engage in every aspect in the practice of medicine and all its fields of specializations, as are engaged in by physicians.

B. To engage and render the professional services involved only through its offices, agents and employees who shall be physicians in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this Corporation.

C. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.

D. To engage in no other business other than the rendition of the professional services specified herein.

E. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. OFFICE AND REGISTERED AGENT

The initial registered agent of this Corporation is Edward E. Levinson, whose address is 407 Lincoln Road - PH-SE, Miami Beach, Florida 33139.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This

corporation shall have one (1) director, initially. The name and street address of the initial member of the Board of Directors is:

NOEL R. ZUSMER 9300 W. Bay Harbor Drive #1B
Bay Harbor Islands, Florida 33154

ARTICLE VII. OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

NOEL R. ZUSMER - President, Secretary and Treasurer
9300 W. Bay Harbor Drive #1B
Bay Harbor Islands, Florida 33154

ARTICLE VIII. INCORPORATOR

The name and street address of the initial incorporator of the Corporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
NOEL R. ZUSMER	9300 W. Bay Harbor Drive #1B Bay Harbor Islands, Florida 33154

ARTICLE IX. GENERAL PROVISIONS

- (a) The private property of the stockholders shall not be subject to the payment of any corporate debts to any extent whatsoever.
- (b) Subject to the provisions and conditions of this Article, the Corporation shall have full power and lawful authority to accept property, labor and services in payment for shares of its Capital stock in lieu of cash, at a just valuation to be fixed by its Board of Directors.

- (c) A director of the Corporation may transact business, borrow, lend, or otherwise deal or contract with the Corporation to the full extent and subject only to the limitations and provisions of the laws of the State of Florida and the laws of the United States.
- (d) The Corporation shall indemnify each director and officer of the Corporation against all or any portion of any expenses reasonably incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer or director of the Corporation (whether or not he continues to be an officer or director at the time of incurring such expenses), to the full extent permitted by and subject only to the limitations and provisions of the laws of the State of Florida and laws of the United States.

SUBSCRIBED at Bay Harbor Islands, Florida, this 5th day of April, 2001.

Noel R. Zusmer

 NOEL R. ZUSMER

STATE OF FLORIDA
 COUNTY OF MIAMI-DADE

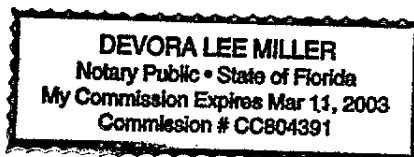
The foregoing Articles of Incorporation were acknowledged before me this 5th day of April, 2001.

Devora Lee Miller

 NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:

[NOTARIAL SEAL]



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

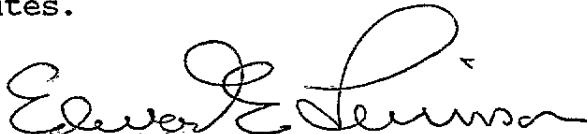
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--That NOEL R. ZUSMER, M.D., P.A. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Bay Harbor Islands, County of Miami-Dade, State of Florida, has named Edward E. Levinson, 407 Lincoln Road, Miami Beach, Florida 33139, as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above-stated Corporation, at the place designated in this Certificate,

I hereby accept to act in this capacity, agree to comply with the provision of said Act relative to keeping open said office, and I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.



EDWARD E. LEVINSON, Registered Agent

FILED
2001 APR 23 PM 12:50
SECRETARY OF STATE
TALLAHASSEE FLORIDA