

Division of Corporations

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**FLORIDA PROFIT CORPORATION OR P.A.**

**ARQUIMEDES G. LOSADA, M.D., P.A.**

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Katherine Harris  
Secretary of State

August 28, 2001

LAMONT & NEIMAN, P.A.

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**ARTICLES OF INCORPORATION  
OF  
ARQUIMEDES G. LOSADA, M.D., P.A.  
a Florida Professional Service Corporation**

The undersigned natural person, competent and licensed to practice in the State of Florida, acting hereby as Incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of Section 607, Florida General Corporation Act, and Section 621, Florida Professional Service Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation.

**ARTICLE I  
CORPORATE NAME**

The name of this Corporation shall be:

**ARQUIMEDES G. LOSADA, M.D., P.A.**

**ARTICLE II  
NATURE OF CORPORATE BUSINESS**

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

To engage in every phase and aspect of the business of rendering the same professional services to the public that a physician duly 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.

The Corporation may also engage in or transact any or all activity or business permitted under the laws of the United States and of the State of Florida.

The foregoing paragraphs shall be construed as enumerating both objectives and purposes of this Corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this Corporation otherwise permitted by law.

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**ARTICLE III  
CAPITAL STOCK**

The Corporation is authorized to issue and have outstanding at any one time an aggregate number of 1,000 shares of one class of common stock having a par value of \$1.00 per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

None of the shares of this Corporation may be issued to anyone other than an individual in good standing and duly licensed to practice as a physician in the State of Florida.

**ARTICLE IV  
EXISTENCE**

The Corporation shall have perpetual existence, unless sooner dissolved according to law.

**ARTICLE V  
INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE**

The Corporation's Initial Registered Agent and Registered Office in the State of Florida are:

INITIAL REGISTERED AGENT:	LAMONT & NEIMAN, P.A.
INITIAL REGISTERED OFFICE:	One Biscayne Tower, Suite 3550 Two South Biscayne Boulevard Miami, Florida 33131

**ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT**

Having been named Initial Registered Agent to accept service of process on the Corporation at the Initial Registered Office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree

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to comply with all the requirements of law pertaining thereto.

LAMONT & NEIMAN, P.A.

By: Robert S. Lamont  
Robert S. Lamont, President

#### ARTICLE VI DIRECTORS

The Corporation shall have one (1) Director initially. The number of Directors may be increased or decreased from time to time, by a resolution of the majority of the Stockholders, but shall never be less than one (1). If required by the ethics of the profession, Directors shall be required to possess the same professional qualifications as Stockholders are required to possess. The names and addresses of the members of the first Board of Directors are:

Arquimedes G. Losada, M.D.  
1435 West 49<sup>th</sup> Place  
Suite 206  
Hialeah, Florida 33012

#### ARTICLE VII INCORPORATOR

The name and address of the Incorporator of these Articles of Incorporation is as follows:

Arquimedes G. Losada, M.D.  
1435 West 49<sup>th</sup> Place  
Suite 206  
Hialeah, Florida 33012

#### ARTICLE VIII PRINCIPAL OFFICE

The principal office of the corporation is:

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1435 West 49<sup>th</sup> Place  
Suite 206  
Hialeah, Florida 33012

**ARTICLE IX  
MAILING ADDRESS**

The mailing address of the corporation is:

Arquimedes G. Losada, M.D.  
1435 West 49<sup>th</sup> Place  
Suite 206  
Hialeah, Florida 33012

**ARTICLE X  
VOTING TRUSTS**

No Stockholder of this Corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

**ARTICLE XI  
REMOVAL OF DIRECTOR**

Any Director of this Corporation may be removed at any annual or special meeting of the Stockholders by the same vote as that required to elect a Director.

**ARTICLE XII  
RESTRAINT ON ALIENATION OF SHARES**

The Stockholders of this Corporation shall have the power to include in the By-Laws, adopted by a majority of the Stockholders of this Corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding shares of this Corporation. The manner and form, as well as relevant terms, conditions, and details hereof, shall be determined by the Stockholders of this Corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless existence of such provisions shall be plainly written upon the certificate evidencing the ownership of such stock. No Stockholder of this Corporation may sell or transfer his shares therein except to another individual who is eligible to be a Stockholder of this Corporation. If any Stockholder becomes legally disqualified to practice in the State of Florida, or is elected to a public office, or accepts employment that places restrictions or limitations upon his

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continuous rendering of such professional services, such Stockholder's shares shall immediately become subject to purchase by this Corporation in accordance with the Bylaws adopted by the Stockholders.

#### **ARTICLE XIII**

#### **INDEMNIFICATION**

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

#### **ARTICLE XIV POWERS**

This Corporation shall have all of the corporate powers enumerated in the Florida General Corporate Act.

#### **ARTICLE XV INFORMAL DIRECTOR ACTION**

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

#### **ARTICLE XVI INFORMAL SHAREHOLDER ACTION**

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

#### **ARTICLE XVII SEVERANCE AND TERMINATION OF EMPLOYMENT**

If any officer, director, stockholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him by the

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corporation, except that such shares shall not be entitled to dividends.

**ARTICLE XVIII  
BYLAW AMENDMENT**

The power to adopt, alter, amend or repeal the Bylaws of this Corporation shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of Florida governing a Professional Service Corporation.

**ARTICLE XIX  
AMENDMENT TO ARTICLES OF INCORPORATION**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholders meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intentions that a certain amendment of these Articles of Incorporation be made. All rights of Stockholders are subject to this reservation.

IN WITNESS WHEREOF, I, the undersigned Incorporator have executed these Articles of Incorporation this 23 day of Aug, 2001.

  
\_\_\_\_\_  
Arquimedes G. Losada, M.D.  
Incorporator

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