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ANGEL L. FLEMING

ALEIDA MARTINEZ MOLINA*

*ALSO ADMITTED IN CONNECTICUT & NEW YORK

August 31, 2001

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

9000004568469--4

-09/04/01--01112--003

*****78.75 *****78.75

Re: MAURICE R. MAWAD, M.D., P.A.

Dear Sir/Madam,

Please find enclosed an original and a copy of the Articles of Incorporation for the above-named professional association. In addition, a check in the sum of \$78.75 is enclosed representing the following fees:

Filing Fee
Certified Copy
Registered Agent Fee

EFFECTIVE DATE
08-31-01

Total \$78.75

Please file the original of the Articles and return a certified copy to the undersigned in the enclosed self-addressed stamped envelope or Airborne Express Envelope (we would prefer if you send it through Airborne so we can receive it sooner).

Thanking you in advance for your assistance in this matter.

Very truly yours,



Aleida Martinez Molina

Enclosures

01 SEP -4 PM 2:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

08/31/01

ARTICLES OF INCORPORATION

OF

MAURICE R. MAWAD, M.D., P.A.

The undersigned subscriber to these articles of incorporation, being duly licensed to practice medicine under the laws of the State of Florida, adopt these articles to form a corporation under the Professional Service Corporation Act, F.S. Chapter 621, and other laws of the State of Florida:

ARTICLE I. NAME

The name of the professional service corporation is: Maurice R. Mawad, M.D., P.A.

ARTICLE II. PRINCIPAL OFFICE

The principal business office and mailing address of this corporation are as follows: The Atrium Medical Offices, 11760 SW 40th Street, Suite 722, Miami, Florida 33175.

ARTICLE III. PURPOSE

The professional service corporation is formed to engage in every phase and every aspect of the practice of cardiothoracic surgery. In addition, the corporation may invest the funds of the professional service corporation in real estate, mortgages, stocks, bonds or any other type of investment, and own real and personal property necessary for the rendering of professional services.

ARTICLE IV. TERM OF EXISTENCE

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE V. CAPITAL STOCK

The capital stock of the professional service corporation shall be 1000 shares of common stock having a par value of \$.01 per share.

None of the shares of the professional service corporation may be issued to anyone other than an individual duly licensed to practice law in the State of Florida.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

08-31-01

ARTICLE VI. REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this professional service corporation is 11760 SW 40th Street, Suite 722, Miami, Florida 33175. The initial registered agent of this corporation at that address is Maurice R. Mawad, M.D.

ARTICLE VII. SUBSCRIBERS

The name and address of the person signing these articles of incorporation: Maurice R. Mawad; 808 Brickell Key Drive Apt. 2103, Miami, FL 33131.

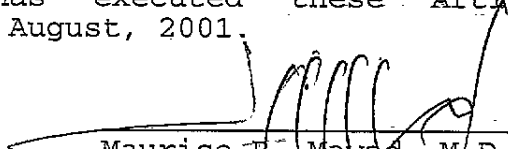
ARTICLE VIII. RESTRAINT ON ALIENATION OF SHARES

The shareholder(s) of the professional service corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of the shareholders of the professional service corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the professional service corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details of the disposition, shall be determined by the shareholders of the professional service corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. Any sale or transfer may be made only after it has been approved at a shareholder meeting especially called for that purpose. If any shareholder becomes legally disqualified to practice law in the State of Florida, is elected to a public office, or accepts employment that places restrictions or limitations on the continuous rendering of such professional services, that shareholder's shares of stock shall immediately become subject to purchase by the professional service corporation in accordance with the bylaws adopted by the shareholders.

ARTICLE IX. AMENDMENT

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

The undersigned has executed these Articles of Incorporation this ____ day of August, 2001.

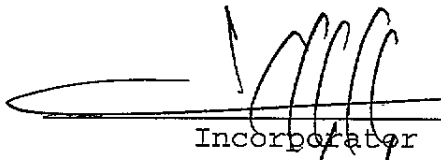

Maurice R. Mawad, M.D.

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

In compliance with 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 and registered agent in the state of Florida:

1. The name of the professional service corporation is
Maurice R. Mawad, M.D., P.A.
2. The name and address of the registered agent and office
is:

Name: Maurice R. Mawad, M.D.
Address: 11760 SW 40th Street, Suite 722
Miami, Florida 33175


Incorporator
8/31/01
Date

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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 I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


Resident Agent

Dated: August 31, 2001