

P018000104739

October 26, 2001

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

FILED
OCT 29 PM 12:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: KENDALL L. VITULLI, D.O., PA.

Enclosed please find the original and one copy of the Articles of Incorporation, together with a check in the amount of \$78.75

This represents the cost of the Charter Tax, Filing Fee, Certified Copy of the Articles of Incorporation for the above named corporation.

Very Truly Yours,

Luis R. Avello
Luis R. Avello, PA.
7400 S.W. 50 Terr. Suite 301
Miami, FL 33155

400004657164--B
-10/29/01--01061--003
*****78.75 *****78.75

10-29-01
9C

FILED
01 OCT 29 PM 12:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

KENDALL L. VITULLI, D.O., PA.

We the undersigned, hereby associate ourselves together for the purpose of becoming a professional corporation for profit under the provisions of Chapter 621, Florida Statutes, as amended by "The Professional Service Corporation Act" of the State of Florida, and pursuant to the following Articles of Incorporation:

ARTICLE I
NAME

The name of this corporation shall be:

KENDALL L. VITULLI, D.O., PA.

ARTICLE II
DURATION

This corporation shall have perpetual existence.

ARTICLE III
NATURE OF BUSINESS

The general nature of the business or businesses to be transacted shall be and is to engage in every aspect of the practice of medicine. The professional services involved in the corporation's practice of medicine may be rendered only through its officers, agents and employee who are duly authorized and licensed to practice medicine in the State of Florida.

This corporation shall not engage in any business other than the practice of medicine. However, this corporation may invest its funds in real estate, mortgages, stocks, bonds and any other type of investment it deems prudent, and may own real and personal property necessary for the rendering of the professional services authorized hereby.

ARTICLE IV
VOTING RIGHTS

Except as otherwise provided by law, the entire voting power

for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares

ARTICLE V CAPITAL STRUCTURE

This corporation shall have 100 common shares of stock with no par value.

ARTICLE VI DESIGNATION OF SERIES

Preferred shares may be issued from time to time in series. All preferred shares shall be of equal rank and identical, except in respect to the particulars that may be fixed by the Board of Directors herein. The Board of Directors is authorized and required to fix, in the manner and to the full extent provided and permitted by law, all provisions of the shares of each series set forth below:

1. The distinctive designation of all series and the number of shares which constitute such series;
2. The annual rate of dividends payable on the shares of all series and the time and manner of payment;
3. The redemption price or prices, if any, for the shares of each, any or all series;
4. The obligation, if any of the corporation to maintain a sinking fund for the periodic redemption of shares of any series and to apply the sinking fund to the redemption of such shares;
5. The rights, if any, of the shareholders of shares of each series to convert such shares into common shares and the terms and conditions of such conversion.

ARTICLE VII PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his prorata share thereof at the price at which it is offered to others.

ARTICLE VIII INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be: 2270 Quail Roost Dr. Weston, FL 33327. The name and address of the initial registered agent of this corporation shall be: KENDALL L. VITULLI, D.O.
2270 Quail Roost Dr. Weston, FL 33327

ARTICLE IX
PRINCIPAL PLACE OF BUSINESS

The street address of the place of business of this corporation shall be: 1840 Main Street, Suite 104
Weston, FL 33326

ARTICLE X
INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may either be increased or diminished from time to time by the By-Laws, but shall never be less than one... the name and address(es) of the initial director(s) of this corporation is/are:

PRESIDENT	KENDALL L. VITULLI	2270 Quail Roost Dr. Weston, FL 33327
VICE-PRESIDENT	SAME	SAME
SECRETARY	SAME	SAME
TREASURER	SAME	SAME

The names and addresses of the subscribers of these Articles of Incorporation, and the number of shares of stock each agrees to take are:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
KENDALL L. VITULLI	2270 Quail Roost Dr. Weston, FL 33327	100

ARTICLE XI
BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE XII
INDEMNIFICATION

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

ARTICLE XIII
AMENDMENT

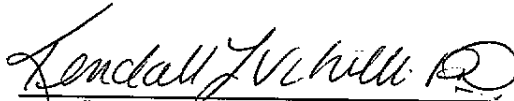
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XIV
STOCK OWNERSHIP REQUIREMENT

The stock of this corporation may be issued, owned and registered only in the name or names of an individual or individuals who are duly authorized and licensed to practice medicine in the State of Florida.

ARTICLE XV
ACKNOWLEDGEMENT AND CONSENT OF REGISTERED AGENT

Having been made initial Registered Agent to accept service of process of 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 to comply with all the requirements of the law pertaining thereto.


Kendall L. Vitulli, D.O.
Registered Agent


IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation on this 26 day of OCTOBER, 2001.


KENDALL E. VITULLI, D.O.

STATE OF FLORIDA)
SS:
COUNTY OF BROWARD)

BEFORE ME, a Notary Public, authorized to take acknowledgements in the State and County set forth above, personally appeared, Kendall L. Vitulli, D.O. known to me and known by me to be the person who executed the foregoing Articles of Incorporation and acknowledged before me the due execution of these Articles.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid on this 26 day of OCTOBER, 2001.


NOTARY PUBLIC, State of
Florida at Large

My commission expires:

