OFFICEUSE CAL (DOLUMEN #)  LA ARUS CORLOR DE SUAN SERVICE  332 S.W. 87 AVENUE	16680
MIAMI, FLORIDA (305)552-5973	
TERESA ROMAN ( TALLAHASSEE REPRESENTATIVE)	OFFICE USE ONLY
1. MIRAMAR MEDICAL Corporation Name)	BER(S) (if known):  CENTER, INC.  (Document#)
2. (Corporation Name)  3.	(Document #)
(Corporation Name)  4. (Corporation Name)  Walk in Pick up time 2.00  Mail out Will wait Photocopy	(Document #)  (Document #)  Certified Copy  Certificate of Status
Profit  NonProfit  Limited Liability  Domestication  Other  AMENDMI  Amendment  Resignation of R  Change of Registr  Dissolution/Withd  Merger	.A., Officer/Director ered Agent
OTHER FILINGS  Annual Report  Fictitious Name  Name Reservation  REGISTRATIO OUALUSICATIO Limited Partnersh Reinstatement Tradema k  Other	500004715765—1 -12/10/0101044006 *****78.75 ******78.75

CR2E031(9/92)

ARTICLES OF MIRAMAR MEDICAL CENTER, Inc.

THE UNDERSIGNED hereby associate themselves for the purpose of becomings

Florida Statutes 607 under the laws of the State of Florida

exist or may be amended, a corporation pursuant to Florida Statutes 607 under the laws of the State of Florida (Florida General Corporation Act F.S. 607), as they now exist or may be amended, pursuant to the following Articles of Incorporation:

# ARTICLE I

The name of the corporation is:

MIRAMAR MEDICAL CENTER, Inc. and the principle place of business and mailing address is 6890 Miramar Parkway Suite F Miramar, Florida 33023.

#### ARTICLE II

The duration of this corporation shall be perpetual and shall commence on the date of the execution and acknowledgment of these Articles of Incorporation.

### ARTICLE III

The purpose or purposes for which the corporation is formed is to engage in any activity within the purposes for which corporations may be formed under the Laws of the State of Florida pursuant to Florida Statutes 607.

#### ARTICLE IV

The total authorized shares:

- Common Shares- 100 shares valued at \$10.00 a share to Lawrence D. Weiner. 1. Preferred Shares none.
- A statement of all or any of the relative rights, preferences and limitations of the 2. shares are as follows:

Each Shareholder is a member of the Board of Directors and elects an appoints one member as an officer of the corporation.

- 3. All shares of common stock are not transferable and are restricted. The corporation has the sole option to buy back the shares at their value within 90 days of notification that a shareholder has died, has been declared incompetent, retired, or no longer wants to be associated with the corporation.
- 4. If a vacancy exists on the Board of Directors the shareholder that elected the prior director may appoint a director to fill the position.

#### ARTICLE V

The holders of the outstanding common stock shall be entitled to receive, when and as declared by a unanimous vote of the Board of Directors, dividends payable either in cash, in property, or in shares of common stock of the Corporation.

# ARTICLE VI

Every shareholder, upon the sale for cash of any new stock of this corporation of common stock, shall have the right to purchase his or her prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

### ARTICLE VII

This corporation shall have all those rights, powers and duties as delineated in Florida Statutes, Chapter 607, as it now exists or may be hereafter amended: including but not limited to any lawful purpose pursuant to the laws of the State of Florida.

The address of the registered office is: 6890 Miramar Parkway Suite F Miramar, Florida 33023.

1. The name of the registered agent at the registered at the registered office is:

# Lawrence D. Weiner

#### ARTICLE VII

The names and addresses of the incorporators are as follows:

Lawrence D. Weiner, 6890 Miramar Parkway Suite F Miramar, Florida 33023.

# ARTICLE IX

- The shareholders may amend these articles of incorporation by a unanimous vote
  of the shareholders. All Shareholders must be present at the meeting to have a
  quorum.
- 2. The officers of the corporation can only be removed by the director who appointed that officer.
- 3. The shareholders must amend the by-laws by a unanimous vote.

### ARTICLE X

This corporation shall have one (1) Director initially. The numbers of Directors may either be increased or decrease from time to time and will be reflected in the By-laws of this corporation, but shall never be less than one (1) Director. The names and addresses of the initial directors of this corporation are:

Lawrence D. Weiner, Director, 6890 Miramar Parkway Suite F Miramar, Florida 33023.

The name and addresses of the persons signing these Articles of Incorporation are: Lawrence D. Weiner, 6890 Miramar Parkway Suite F Miramar, Florida 33023.

# ARTICLE XI

This corporation reserves the right to repeal any provision or provisions contained in these articles of incorporation or any amendment hereto, and any right conferred on the shareholders is subject to this reservation.

The undersigned subscriber has executed these	Articles of Incorporation this day
of <u>lec</u> 2001.	LAWRENCE D. WEINER, DIRECTOR

STATE OF FLORIDA	)
	)
COUNTY OF BROWARD	)

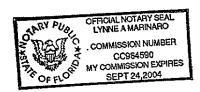
Before me, the undersigned authority, personally appeared Lawrence D. Weiner, to me well known to be the persons who executed the foregoing Articles of Incorporation and acknowledge before me according to law, that they made and subscribed the same for the purposes therein mentioned and set forth.

In WITNESS WHEROF, I have set my hand and seal hereunto this \_\_\_\_ day of

<u>Jec \_</u> 2001.

NOTARY PUBLIC

My Commissions Expires:



OIDEC 10 PM 12: 55
SECRETARY DI STATE
ALLASSEF FLORIDA