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ACCOUNT NO. : 072100000032

REFERENCE : 450315 80690A

AUTHORIZATION :

COST LIMIT : \$ PPD

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01 DEC 19 PM 1:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : December 19, 2001

ORDER TIME : 11:55 AM

ORDER NO. : 450315-005

CUSTOMER NO: 80690A

CUSTOMER: Mr. Steven Schermer
Breier And Seif, P.a.

Suite 1125
2800 Ponce De Leon Boulevard
Coral Gables, FL 33134

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: ROGER L. MOEBUS, M.D., P.A.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds - EXT. 1133

EXAMINER'S INITIALS:

12/19/01

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

ROGER L. MOEBUS, M.D., P.A.

ARTICLE I - NAME

The name of this Corporation is:

ROGER L. MOEBUS, M.D., P.A.

ARTICLE II - PURPOSE

This corporation is organized for the following purposes:

- (a) Engage in the practice of medicine in all ramifications and subdivisions thereof deemed by the Board of Medical Examiners of the State of Florida to constitute the practice of medicine, including but not limited to general surgery.
- (b) To invest the funds of the corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and to own real and personal property necessary for the rendering of professional services.
- (c) To do everything necessary and proper for the accomplishment of any of the

purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the corporation, and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or objects of the corporation.

The foregoing paragraphs shall be construed as enumerating both objects and purposes of the 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 the corporation otherwise permitted by Law.

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 a nominal or par value of \$1.00 per share; all shares shall be paid in lawful money of the United States of America or in property, labor or services; where said stock is paid for by property, labor or services, the just value thereof shall be fixed by the Board of Directors of the corporation in the manner provided for by the laws of the State of Florida.

ARTICLE IV - DURATION

This corporation is to exist perpetually.

ARTICLE V - 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 already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2800 Ponce De Leon Boulevard, Suite 1125, Coral Gables, Florida 33134, and the name of the initial registered agent of this corporation at that address is Robert G. Breier.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one. The name and address of the initial director of this corporation is:

ROGER L. MOEBUS, M.D.
4605 Ponce de Leon Boulevard
Suite 102
Coral Gables, Florida 33146

ARTICLE VIII - INCORPORATOR

The name and address of the Incorporator is:

ROBERT G. BREIER, ESQ.
2800 Ponce de Leon Boulevard
Suite 1125
Coral Gables, Florida 33134

ARTICLE IX - 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 X - INITIAL CORPORATION ADDRESS

The initial office address of the corporation is:

4605 Ponce de Leon Boulevard
Suite 102
Coral Gables, Florida 33146

ARTICLE XI - INDEMNIFICATION

This corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.



ROBERT G. BREIER, Subscriber

Having been named to accept service of process for the above named corporation, at place designated in these Articles, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.

By: 
ROBERT G. BREIER, Registered Agent

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