

PO1000120065

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H01000122792 4)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

FLORIDA PROFIT CORPORATION OR P.A.

ROMERO & ASSOCIATES, M.D., P.A.

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$78.75

FILED
01 DEC 20 AM 9:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H 01000122792

ARTICLES OF INCORPORATION
OF
ROMERO & ASSOCIATES, M.D., P.A.

FILED
01 DEC 20 AM 9:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these articles of professional service corporation, a natural person competent to contract and being duly licensed to practice as a Doctor of Medicine under the laws of the State of Florida does hereby form a professional service corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation shall be Romero & Associates, M.D., P.A.

ARTICLE II

The principal Office and mailing address of this corporation is 4302 Alton Road, Suite 1003, Miami Beach, Florida 33140.

ARTICLE III - NATURE OF BUSINESS

The nature of the business to be transacted by this professional service corporation is to render professional medical services and to do all things in connection therewith that are customarily done by a licensed Doctor of Medicine under the laws of the State of Florida, and in accordance with "The Professional Service Corporation Act" of Florida, to invest its funds in real estate mortgages, stocks, bonds or other types of investments, and may own real or personal property necessary for the rendering of professional services. The business of the corporation shall be limited to the foregoing activities and no other.

This Instrument Prepared By:
Santiago Diaz, Esq.
SANTIAGO DIAZ, P.A.
Fla. Bar No. 759414
80 S.W. Eight Street, Suite 1830
Miami, FL 33130
Tel: (305) 377-4005 Fax: (305) 379-4545

H 01000122792

ARTICLE IV - BEGINNING OF CORPORATE EXISTENCE

The existence of this corporation shall commence on the earliest day allowable pursuant to Florida law for the commencement of corporate existence.

ARTICLE V - TERM OF EXISTENCE

The corporation shall have perpetual existence.

ARTICLE VI - CAPITAL STOCK

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value</u> <u>Per Share</u>	<u>Class of</u> <u>Stock</u>
7,500.00	\$1.00	Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation. None of the shares of the Professional Service Corporation may be issued to anyone other than an individual duly licensed to practice as a Doctor of Medicine in the State of Florida.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The initial registered Office of this corporation shall be 4302 Alton Road, Suite 1003, Miami Beach, Florida 33140, with the privilege of having its offices and branch offices at other places within the state of Florida. The initial registered agent at that address shall be Orfelia M. Mayor. The Board of Directors may, from time to time, designate such other address and place for the

registered Office of this corporation as it may see fit.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote thereafter, determine that the corporation be managed by the stockholders. The name and address of the first Director of the corporation, who shall hold Office for the first year or until his successor(s) are duly elected and qualified, shall be:

<u>Name</u>	<u>Address</u>
Carmen Cabeza-Romero, M.D.	1428 N.W. 167 Avenue Pembroke Pines, FL 33028

ARTICLE IX - INCORPORATOR

The name and address of the incorporator is Carmen Cabeza-Romero, M.D., 1428 N.W. 167 Avenue, Pembroke Pines, FL., 33028.

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify all officers and directors, and former officers and directors, to the full extent permitted by law, as the law now exists or as it may be amended hereafter.

ARTICLE XI - RESTRAINT ON ALIENATION OF SHARES

The shareholders 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. No shareholder of the professional service corporation may sell or transfer stock in the corporation except to another individual who is eligible to be a shareholder of the professional service corporation, and the 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 as a Doctor of Medicine in the State of Florida, is elected to public office, or accepts employment that places restrictions or limitation 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 XII - AMENDMENT

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 intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation under the laws of State of Florida this 18th day of December 2001.

Carmen Cabera-Romero
CARMEN CABERA-ROMERO, Incorporator

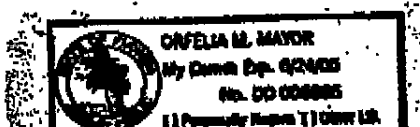
STATE OF FLORIDA)
) ss:
COUNTY OF MIAMI DADE)

BEFORE ME, the undersigned authority, personally appeared Carmen Cabera-Romero to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation, who, after being duly sworn under oath, acknowledged before me that she executed the same for the purpose therein expressed.

WITNESS my hand and official seal in the State and County aforesaid this 18th day of December, 2001.

[Signature]
NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

My Commission Expires:



H 01000122792

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
NOTICE OF PROCESS WITHIN THIS STATE NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED.

In compliance with the laws of the State of Florida, the
following is submitted:

First, that Carmen Cabeza-Romero, M.D., P.A. desiring to
organize under the laws of the state of Florida, has named Orfelio
M. Mayor, 4302 Alton Road, Suite 1003, Miami Beach, FL 33140,
County of Miami, State of Florida as its statutory registered
agent.

ACKNOWLEDGMENT

Having been made the statutory agent of the above named
corporation at the place designated in this certificate, I hereby
accept the same and agree to act in this capacity, and agree to
comply with the provisions of Florida law relative to keeping the
registered Office open.

FILED

01 DEC 20 AM 9:27

SECRETARY OF STATE
TALLAHASSEE, FLORIDA


Registered Agent

Dated this 18th day of December, 2001.

H 01000122792