

**P02000006369**

**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 and it number (shown below) on the top and bottom of all pages of the document.**

(((H02000017550 3)))

**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 : KRAMER, GREEN, ZUCKERMAN & KAHN, P.A.  
Account Number : 073707002173  
Phone : (954) 966-2112  
Fax Number : (954) 981-1605

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
02 JAN 18 AM 11:39

**FLORIDA PROFIT CORPORATION OR P.A.**

**GASTROENTEROLOGY SERVICES IPA, INC.**

|                       |         |
|-----------------------|---------|
| Certificate of Status | 0       |
| Certified Copy        | 1       |
| Page Count            | 05      |
| Estimated Charge      | \$78.75 |

*ne*

H020000175503

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
02 JAN 18 AM 11:39

ARTICLES OF INCORPORATION  
OF  
GASTROENTEROLOGY SERVICES IPA, INC.

I, the undersigned, for the purpose of forming a corporation for profit, pursuant to the laws of the State of Florida, do hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of this corporation is GASTROENTEROLOGY SERVICES IPA, INC.

ARTICLE II

MAILING ADDRESS

The mailing address of this corporation is 2601 SW 37th Avenue, Suite 905, Miami, FL 33133.

ARTICLE III

DURATION

This corporation shall have perpetual existence commencing on the date of filing of the Articles of Incorporation with the Department of State.

Prepared by: Mitchell F. Green, Bar No. 358789, 4000 Hollywood Blvd., Suite 485 South,  
Hollywood, FL 33021; phone: (954)966-2112

H020000175503

## ARTICLE IV

PURPOSES

Section 1. The general purpose of the Corporation shall be the assimilation of providers of health care services for a program designed to provide health care services on a preferred provider basis (the "Program").

Section 2. Without limiting the generality of the purposes specified in Section 1 above, the specific purposes of the Corporation shall be:

1. To encourage individuals who are physicians licensed or certified to practice their respective professions in the State of Florida to enter into a Participating Physician Agreement with the Corporation, pursuant to which such physicians shall provide non-hospital health care services for the Program (the "Members");
2. To contract with its Members, through the Participating Physician Agreements, to provide non-hospital health care services for the Program;
3. To contract with Managed Care Organizations and other alternative delivery systems to arrange for the provision of health care services to subscribers through preferred provider physicians who are Members of the Association;
4. To promote access to new patient markets;
5. To promote the delivery of quality medical care;
6. To promote efficiency, cost containment and better administration in the provision of health care services;
7. To conduct a peer review and quality assurance program; and

8. To do all and everything necessary and proper for the accomplishment of the foregoing stated purposes.

Section 3. The Corporation is also organized for the purpose of transacting any and all other lawful business.

#### ARTICLE V

##### CAPITAL STOCK

This corporation is authorized to issue seven thousand five hundred (7,500) shares of One (\$1.00) Dollar par value common stock, which shall be designated "Common Shares."

#### ARTICLE VI

##### VOTING RIGHTS

Each share of common stock of this corporation shall entitle the holder of record thereof to one (1) vote upon each proposal presented at lawful meetings of the stockholders.

#### ARTICLE VII

##### PREEMPTIVE RIGHTS

There shall be no preemptive rights in any stock herein issued or hereafter issued.

#### ARTICLE VIII

##### INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation is 4000 Hollywood Boulevard, Suite 485 South, Hollywood, FL 33021, and the name of the initial registered agent of this corporation at that address is Mitchell F. Green.

ARTICLE IX

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the bylaws, but never less than one (1).

The name and address of the initial director of this corporation are:

Andres Cowley  
2601 SW 37th Avenue  
Suite 905  
Miami, FL 33133

ARTICLE X

INCORPORATOR

The name and address of the Incorporator are:

Andres Cowley  
2601 SW 37th Avenue  
Suite 905  
Miami, FL 33133

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 14 day of January, 2002.

  
\_\_\_\_\_  
ANDRES COWLEY  
Initial Director/Incorporator

H020000175503

**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 Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

FIRST - - That GASTROENTEROLOGY SERVICES IPA, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 2601 SW 37th Avenue, Suite 905, City of Miami, State of Florida, has named Mitchell F. Green, located at 4000 Hollywood Boulevard, Suite 485 So., City of Hollywood, State of Florida, as its agent to accept service of process within the State of Florida.

SIGNATURE: 

ANDRES COWLEY  
TITLE: Incorporator

DATE: 1/14/2002

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.

SIGNATURE: 

MITCHELL F. GREEN  
Registered Agent

DATE: 1/18/02

K:\MFC\COWLEY\GASTRO.AOI

H020000175503

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
02 JAN 18 AM 11:39