## HARRY M. SCHWENKE, P.A.

2780 East Oakland Park Boulevard Fort Lauderdale, Florida 33306

Harry M. Schwenke

Telephone (954) 563-4883 Telefax (954) 563-7441

Mailing Address P.O. Box 23939 Fort Lauderdale, Florida 33307

July 10, 2002

State of Florida CORPORATE RECORDS BUREAU Division of Corporations Post Office Box 6327 Tallahassee, FL 32314

FILED 02 JUL 15 AM 9: 05

SECRETARY OF STATE TALLAHASSEE, FLORIDA

Re:

Alejandro Isava, P.A. Articles of Incorporation

Dear Sir or Madam:

Delivered herewith is an original and two copies of the Articles of Incorporation for Alejandro Isava, Incorporated along with a check in the amount of \$70.00 for fees as follows:

**Profit Corporation** 

\$35.00

Registered Agent Designation

<u>35.00</u> \$70.00

800006354928---07/12/02--01044--008 \*\*\*\*\*70.00 \*\*\*\*\*70.00

Please file accordingly and return to me two stamped copies showing it was properly filed.

Thank you for your cooperation in this matter and, should you require anything further, please correspond with me at the address shown above or contact me or my assistant Bill Llewellyn at (954) 563-4883.

Very truly yours,

M. Schwenke

HMS/wrl **Enclosures** 

# ARTICLES OF INCORPORATION

FILED

**OF** 

02 JUL 15 AM 9: 05

SECRETARY OF STATE TALLAHASSEE, FLORIDA

## ALEJANDRO ISAVA, P.A.

The undersigned subscriber to these Articles of Incorporation, who is duly licensed Medical Doctor in the State of Florida, hereby forms a corporation under the Florida Professional Service Corporation Act, Chapter 621, Florida Statutes.

#### ARTICLE I

The name of this corporation shall be: ALEJANDRO ISAVA, P.A.

#### ARTICLE II

The purposes for which this corporation is formed are:

- 1. To engage in the professional practice of medicine.
- 2. To own property, enter into contracts, and carry on any business necessary or incidental to the accomplishment or furtherance of the purpose or objectives of the corporation.
- 3. To do everything necessary and proper for the accomplishment or furtherance of any of the purposes or objects of this corporation enumerated in these Articles of Incorporation, or any amendment thereof, necessary or incidental to the protection and benefit of this 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 or furtherance of such purposes or objects of this corporation.

4. To conduct those lawful activities that are authorized by Chapter 621, Florida Statutes, as from time to time amended, and to exercise this powers, rights and procedures set forth in Chapters 607 and 608, Parts I and II, Florida Statutes, in a manner not inconsistent with Chapter 621.

## ARTICLE III

- 1. The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is One Thousand shares of common stock having a par value of One Dollar per share.
- 2. All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued shall become and be fully paid and non-assessable, the same as though paid for in cash; and the Directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.
- 3. Notwithstanding the foregoing, the corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase the designations, preferences, voting powers or restrictions, or qualifications of voting powers, of such additional stock, in an amendment to its Certificate of Incorporation.

## ARTICLE IV

The amount of capital with which this corporation shall begin business is not less than One Thousand Dollars.

## ARTICLE V

The initial street address of the principal office of this corporation will be 4957 Southwest 128 Terrace, Hollywood, Florida 33027 and the post office address of said principal office shall be the same as the street address.

## ARTICLE VI

The number of directors of this corporation shall be not less than one (1) nor more than five (5).

#### ARTICLE VII

The name and street address of the member of the first Board of Directors, who, subject to the provisions of the By-Laws and these Articles of Incorporation, shall hold office for the first year of the corporation's existence or until his successors are elected and have qualified, is as follows:

Alejandro Isava-Quintero 4957 Southwest 128 Terrace Hollywood, Florida 33027

## ARTICLE VIII

The following is the name and street address of the subscriber to these Articles of Incorporation, who is a doctor duly licensed in the professional practice of medicine in the State of Florida:

Alejandro Isava-Quintero 4957 Southwest 128 Terrace Hollywood, Florida 33027

The subscriber certifies that the proceeds of the stock subscribed for will not be less than the amount of capital with which the corporation will begin business as set forth in Article IV hereinabove.

### **ARTICLE IX**

The stock of this corporation may be issued, owned and registered only in the names of an individual or individuals who are duly authorized and licensed to practice as a professional medical doctor in the State of Florida, and who are employees, officers or agents of this corporation or in the name of the corporation. No stockholder shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares. Proxies may be given only to other stockholders.

#### **ARTICLE X**

In furtherance of and not in limitation of the powers conferred by statute and of the purposes and objects hereinabove stated, the following specific powers are given and specific provisions are made for the use and regulation of the business and the conduct of the affairs of the corporation:

1. Subject to such restrictions, if any, as are herein expressed and such further restrictions, if any, as may be set forth in the By-Laws, the Board of Directors shall have the general management and control of the business and may exercise all of the powers of the corporation except such as may be by statute, or by the Article of Incorporation or amendment thereto or by the By-Laws as constituted from time to time, expressly conferred upon or reserved to the stockholders.

- 2. The corporation shall have such officers as may from time to time be provided in the By-Laws and such officers shall be designated in such manner and shall hold their offices for such terms and shall have such powers and duties as may be prescribed by the By-Laws or as may be determined from time to time by the Board of Directors subject to the By-Laws.
- 3. No contract or other transaction between the corporation and any other firm, association or corporation shall be affected or invalidated by the fact that any one or more of the Directors of the corporation is or are interested in or is a member, director or officer or are members, directors or officers of such other firm or corporation and any director or directors individually or jointly may be a party or parties to or may be interested in any contract or transaction of the corporation or in which the corporation is interested, and no contract, act or transaction of the corporation with any person, firm, association or corporation shall be affected or invalidated by the fact that any director or directors of the corporation is a party or are parties to or interested in such contract, act or transaction or in any way connected with such person, firm, association or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may in any way be interested.
- 4. The corporation shall have the power to become associated, by joint venture arrangement or otherwise, with any person, firm, or corporation to carry on any professional activity which this corporation has the direct or incidental authority to pursue.

- 5. The corporation shall have the power at its option, to purchase and acquire any or all of its shares owned and held by any such stockholder as should desire to sell, transfer, or otherwise dispose of his shares, or any or all of its shares owned and held by a stockholder who dies.
- 6. The corporation shall have the power to enter into, for the benefit of its employees, deferred compensation plans as follows: (1) a pension plan, (2) a profit-sharing plan, (3) a thrift and savings plan, (4) a health plan, or(5) other retirement or incentive compensation plans; provided that none of the foregoing plans shall permit compensation of non-legal personnel to be based on a percentage of profits.

#### ARTICLE XI

The first Resident Agent of the corporation for service of process pursuant to the Statute shall be Alejandro Isava-Quintero, whose address is 4957 Southwest 128 Terrace, Hollywood, Florida 33027.

#### **ARTICLE XII**

This corporation reserves the right to amend, alter, change or repeal any provision contained herein in the manner now or hereafter prescribed by law, and all rights conferred on stockholders herein are granted subject to this reservation.

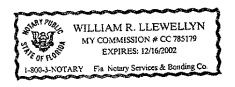
## STATE OF FLORIDA COUNTY OF BROWARD

BEFORE ME, the undersigned authority, personally appeared Alejandro Isava-Quintero, party to the foregoing Articles of Incorporation, to me well known to be the individual described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he made, subscribed and acknowledged the foregoing Articles of Incorporation as his individual voluntary act and deed, and that the facts set forth therein are true and correct.

WITNESS my hand and official seal this the 10th day of July, 2002.

William R. Llroselly.

My Commission Expires:



# ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for Alejandro Isava, P.A.., at the place designated in the foregoing Articles of Incorporation, I hereby agree to act in this capacity and further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED:

, 2002

ALEJANDRO ISAVA-QUINTERO

Registered Agent

D2 JUL 15 AM 9: 05
SECRE PARY OF STATE
AND ASSEE, FLORIDA