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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 744925 : 121767A
Patricia Riggs

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : September 16, 2002

ORDER TIME : 10:52 AM

ORDER NO. : 744925-005

CUSTOMER NO: 121767A

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CUSTOMER: Ms. Maria A. Rodriguez
Karp & Genauer, P.a.

Suite 1202
2 Alhambra Plaza
Coral Gables, FL 33134

DOMESTIC FILING

NAME: ROBERT BEECHAM, M.D., P.A.

EFFECTIVE DATE:

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP
- ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea - EXT. 1114

EXAMINER'S INITIALS:

BM a/lc

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DIVISION OF CORPORATION

**ARTICLES OF INCORPORATION
OF
ROBERT BEECHAM, M.D., P.A.**

The undersigned subscriber to these Articles of Incorporation hereby forms a professional service corporation under the Florida Professional Service Corporation and Limited Liability Company Act.

**ARTICLE I
NAME**

The name of the corporation is **ROBERT BEECHAM, M.D., P.A.**

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The corporation's principal office and its mailing address shall be 131 E. Sunrise Avenue, Coral Gables, Florida 33133.

**ARTICLE III
DURATION AND COMMENCEMENT OF CORPORATE EXISTENCE**

The corporation shall exist perpetually. The corporate existence shall commence upon filing of these Articles of Incorporation with the Department of State.

**ARTICLE IV
NATURE OF BUSINESS**

The purpose of the corporation and the nature of its business are as follows:

(a) To engage in every phase and aspect of the business of rendering the same professional services to the public that a doctor of medicine, duly licensed or otherwise legally authorized under the laws of the State of Florida, is authorized to render, but such professional services shall be rendered only through officers, employees and agents who are duly licensed or otherwise legally authorized under the laws of the State of Florida to render such professional services therein.

(b) To buy, sell, deal in and exchange shares of its own capital stock, except that the corporation shall not issue any of its capital stock to anyone other than a professional corporation, a professional limited liability company or an individual who is duly licensed or otherwise legally

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authorized to render professional medical services within the State of Florida. No shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting another person with the authority to exercise the voting power of any or all of his stock.

(c) To invest the funds of the corporation in real estate, mortgages, stock, bonds or any other type of investment, and to own real and personal property necessary for the rendering of professional services.

(d) To do all and 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 purpose or the attainment of the objects or the furtherance of such purposes or objects of the corporation.

(e) Without limiting the generality of any of the foregoing language, the corporation shall have all of the powers which are now or which may hereafter be conferred upon professional service corporations by the laws of the State of Florida.

ARTICLE V **CAPITAL STOCK**

The corporation is authorized to have outstanding one class of stock, to be designated as Common Stock. The maximum number of shares of Common Stock which the corporation is authorized to have outstanding is Ten Thousand (10,000) shares of Common Stock having a par value of \$1.00 per share.

ARTICLE VI **RESTRAINT ON ALIENATION**

No shareholder may sell or transfer his shares in the corporation except to another professional corporation, professional limited liability company or individual, each of which must be eligible to be a shareholder of a professional service corporation under Florida law.

ARTICLE VII
BOARD OF DIRECTORS

The corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time in the manner provided in the bylaws of the corporation. The names and street addresses of the initial directors are:

Robert Beecham, M.D.	131 E. Sunrise Avenue Coral Gables, Florida 33133.
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ARTICLE VIII
DISQUALIFICATION

If any officer, shareholder, agent or employee of the corporation, who has been rendering professional medical service to the public, becomes legally disqualified to render such professional medical service within the State of Florida, or accepts employment that, pursuant to existing law, places restrictions or limitations upon his continued rendering of such professional medical services, the corporation shall require him to sever all employment with, and financial interest in, the corporation forthwith.

ARTICLE IX
INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of this corporation is Alhambra Registered Agents, Inc. The street address of the initial registered office of the corporation in the State of Florida is Alhambra Registered Agents, Inc., 2 Alhambra Plaza, Suite 1202, Coral Gables, Florida 33134.

ARTICLE X
INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation is Karp & Genauer, P.A., 2 Alhambra Plaza, Suite 1202, Coral Gables, Florida 33134.

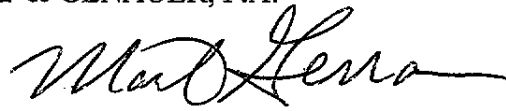
ARTICLE XI
BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 12th day of September 2002.

KARP & GENAUER, P.A.

By:



Martin J. Genauer, Vice President

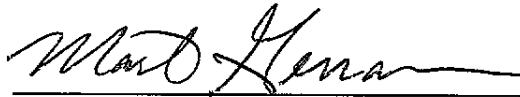
**CERTIFICATE OF DESIGNATION AND
ACCEPTANCE OF REGISTERED AGENT**

ROBERT BEECHAM, M.D., P.A., a Florida corporation, desiring to organize as a corporation pursuant to Florida Statutes, with its registered office, as indicated in the Articles of Incorporation, in the City of Coral Gables, County of Miami-Dade, State of Florida, has named Alhambra Registered Agents, Inc., 2 Alhambra Plaza, Suite 1202, Coral Gables, Florida 33134, as its registered agent within the State.

Having been named registered agent for the above-stated corporation at place designated in the Articles, the undersigned hereby accepts to act in that capacity and agrees to comply with the provisions of the Florida Statutes relative thereto.

ALHAMBRA REGISTERED AGENTS, INC.

By:



Martin J. Genauer, Vice President

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