

# P02000112860

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

From: Account Name : FAS-T CORP. AGENTS, INC.  
Account Number : 071001002335  
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Fax Number : (305)716-0346

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TALLAHASSEE, FLORIDA

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

**HEALTHMED PHYSICIAN ASSOCIATES, P.A.**

Certificate of Status	0
Certified Copy	1
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**ARTICLES OF INCORPORATION  
OF**

**HEALTHMED PHYSICIAN ASSOCIATES, P.A.**

The undersigned subscriber to these articles of incorporation, being duly licensed to practice medicine under the laws of the state of Florida, adopts these articles to form a corporation under the Professional Service Corporation and Limited Liability Company Act, F.S. Chapter 621, and other laws of the state of Florida.

**ARTICLE I. NAME**

The name of the professional service corporation is HEALTHMED PHYSICIAN ASSOCIATES, P.A. (the "Corporation").

**ARTICLE II. PRINCIPAL OFFICE**

*The principal office and mailing address of this Corporation are:*

Principal Office:

351 N.W. Le Jeune Road  
Suite 303  
Miami, Florida 33135

Mailing Address:

3001 S.W. 3<sup>rd</sup> Avenue  
Miami, Florida 33129

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**ARTICLE III. PURPOSE**

The Corporation is formed to engage in every phase and aspect of the practice of medicine. In addition, the Corporation may invest the funds of the Corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and own real and personal property necessary for the rendering of professional services.

**ARTICLE IV. TERM OF EXISTENCE**

The Corporation shall have perpetual existence starting on the date these articles of incorporation are filed by the Florida Department of State.

**ARTICLE V. CAPITAL STOCK**

The capital stock of the Corporation shall be 1000 shares of common stock without par value.

None of the shares of the Corporation may be issued to anyone other than an individual duly licensed to practice medicine in the state of Florida.

#### **ARTICLE VI. REGISTERED OFFICE AND AGENT**

The address of the initial registered office of this Corporation is 3001 S.W. 3<sup>rd</sup> Avenue, Miami, Florida 33129. The name of the initial registered agent at that address is David E. Marko, Esq.

#### **ARTICLE VII. BOARD OF DIRECTORS**

The business of the Corporation shall be managed by its board of directors. The initial board of directors shall consist of one member. The name and address of the initial member of the first board of directors is:

Roberto R. Del Cristo, M.D.

351 N.W. Le Jeune Road  
Suite 303  
Miami, Florida 33135.

#### **ARTICLE VIII. RESTRAINT ON ALIENATION OF SHARES**

The shareholders of the Corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of the shareholders of the Corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the 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 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 Corporation may sell or transfer stock in the Corporation except to another individual who is eligible to be a shareholder of the 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 medicine in the state of Florida, is elected to a public office, or accepts employment that places restrictions or limitations on the continuous rendering of such professional services, that shareholder's shares of stock shall immediately become subject to purchase by the Corporation in accordance with the bylaws and any shareholders' agreement adopted by the shareholders.

#### **ARTICLE IX. AMENDMENT**

The Corporation reserves the right to amend or repeal any provisions in these articles of incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

**ARTICLE X**

The name and street addresses of the persons signing these articles of incorporation is:

David E. Marko, Esq.

3001 S.W. 3<sup>rd</sup> Avenue  
Miami, Florida 33129

**ARTICLE XI**

The Corporation shall indemnify its directors, officers, employees, incorporators and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation on this 22<sup>nd</sup> day of October, 2002.



David E. Marko, Esq.

**ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for Healthmed Physician Associates, P.A. at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position under F.S. 607.0501(3).



David E. Marko, Esq.

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