

P02000134956

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

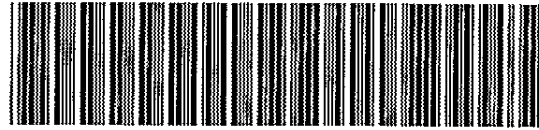
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



500009641355

12/26/02--01026--014 **78.75

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 DEC 26 PM 1:38

F. CHASSER DEC 3 8

PHILIP MEDVIN
ATTORNEY AT LAW
SUITE 370
2801 PONCE DE LEON BOULEVARD
CORAL GABLES, FLORIDA 33134
TELEPHONE (305) 448-3302
FACSIMILE (305) 448-1750

December 23, 2002


Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Physicians Specialty Network, Inc.

Dear Sirs:

Enclosed please find my trust account check payable to Dept. of State in the amount of \$78.75 being incorporation fee for the referenced corporation. Also enclosed is the Certificate of Corporation, the Designation of Registered Agent and Acceptance of Designation for filing. When all items have been filed in the records of your office, kindly send me notification of same along with the corporation identification number for subject corporation.

Sincerely yours,


PHILIP MEDVIN

PM:id
Encls. (as indicated)

CERTIFICATE OF INCORPORATION

OF

PHYSICIANS SPECIALTY NETWORK, INC.

THE UNDERSIGNED do hereby associate themselves and their successors and assigns together for the purpose of becoming incorporated under the laws of the State of Florida, and forming a corporation with the following proposed Charter.

ARTICLE ONE

The name of this Corporation shall be :

PHYSICIANS SPECIALTY NETWORK, INC.

having its principal place of business at: 701 N.W. 57 Ave., Suite 240, Miami, Fl 33126.

ARTICLE TWO

The general nature of this corporation is such that it shall engage in activities of the following nature:

a.) To provide organizational operational, and financial management to Physician Specialists in the several specialized fields and disciplines of medical science and practice, physician specialists, technicians and laboratory personnel.

b.) To organize and manage specialized Health Care Providers including specialized departments and services of HMOs, hospitals, clinics, medical suppliers, medicine and drug suppliers, suppliers of specialized ancilliary medical services, into unified entities;

c.) To provide management of all entities created, in their respective business and services relationships as specialty medical, pharmaceutical, and medical supplies providers, with independent medical contractors, governmental regulatory agencies,

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 DEC 26 PM 11:38

insurance contractors, medicare and medicaid agencies Federal, State, and Municipal, governmental agencies participating in qualifying, funding patient care services activities, and general medical nursing and physician care provider services, nursing homes, retirement homes, group care and assisted housing/living facilities, insurance companies and their designated subsidiaries engaged in such activities, and medical co-operatives composed of individual patient units organized into a single entity to maximize medical and physician services to such entities provided at organizational efficiency and cost;

d.) To provide management to all specialty medical services entities and consortiums of medical specialty services entities, in initiating financial structuring to secure capital sufficient to maximize all medical and physician care services products, at the greatest efficiency and minimal cost to participating patient units, including negotiations with the S.E.C. and other regulatory agencies having the power to grant authority for Public Stock Issue Offerings to the public, for any such entities as aforementioned;

e.) To do and pursue any and all other activities permitted to be done by a corporation organized for profit in the State of Florida.

ARTICLE THREE

The capital of this corporation shall consist of 100 shares of no par value common stock, which stock shall be non-assessable and the whole or any part of said capital stock may be paid for in cash or may be issued by the Board of Directors for property, labor or

services at a valuation to be fixed by the Board of Directors at a meeting to be called for such purpose.

ARTICLE FOUR

The corporation will begin business with capital of not less than ONE THOUSAND (\$1,000.00) Dollars.

ARTICLE FIVE

This corporation shall have perpetual existence, except that the same may be dissolved, as provided by law.

ARTICLE SIX

The principal place for the transaction of the business shall be at: 701 N.W. 57th Avenue, Suite 240, Miami, FL 33126.

ARTICLE SEVEN

The corporation shall initially have a Board of Directors of two (2) director(s), which can be increased to not more than eight (8) Directors. The number of Directors for each year may be determined by the stockholders at their annual meeting, or may be fixed by the by-laws.

ARTICLE EIGHT

The officers by whom the business of said corporation shall be conducted shall be a President, who shall be a Director, one or more Vice Presidents, a Secretary and Treasurer, and Assistant Secretaries and Assistant Treasurers, and such other officers, agents, and factors as may be chosen in such manner, hold their offices for such terms and have powers and duties as may be

prescribed by the by-laws or determined by the Board of Directors. All such offices may be held by a single person, should the Board of Directors so direct at any meeting and election.

The names and post office addresses of the officers and first Board of Directors, who shall conduct the business of the corporation until their successors elected at the first meeting shall be qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE</u>
Victor Behar	551 NW 107th Ave. Villa 201 West Lake Village, Miami, FL 33172	Vice-Pres/Treasurer and Chairman of Board of Directors
Ralph Perez	2801 Ponce de Leon Blvd. Miami, FL 33134	President/Sect. and Director

ARTICLE NINE

The names and post office addresses of each subscriber to these Articles of Incorporation with the amount of stock agreed to be taken by each, are as follows:

<u>NAME</u>	<u>ADDRESSES</u>	<u>NO. OF SHARES</u>	<u>VALUE</u>
Victor Behar	551 NW 107th Avenue Villa 201 West Lake Village, Miami, FL 33172	50	\$ 500.00
Ralph Perez	2801 Ponce de Leon Blvd. Miami, FL 33134	50	\$ 500.00
Initial Capital and Total Value			\$ 1,000.00

ARTICLE TEN

The Directors and Officers shall be elected by the stockholders at their annual meeting, which will be held at the principal office of the corporation, or at such other place as may be provided by the by-laws or may otherwise be agreed upon; and the annual Directors' meeting shall be held immediately after the adjournment of the annual stockholders' meeting.

ARTICLE ELEVEN

There shall be no limitation of indebtedness or liability to which said corporation can at any time subject itself.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my seal at Coral Gables, Dade County, State of Florida, this 23rd day of December, 2002.

VICTOR BEHAR

RALPH PEREZ

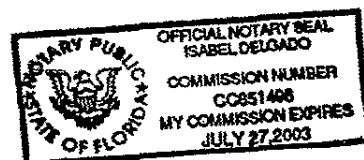
STATE OF FLORIDA)
MIAMI-DADE COUNTY)

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgements under the laws of the State of Florida, VICTOR BEHAR and RALPH PEREZ, to me well known to be the person described in and who executed the foregoing Certificate of Incorporation, and acknowledged before me, that he executed the same freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal at Coral Gables, County of Dade, State of Florida, this 23rd of December, 2002.

Isabel Delgado
Notary Public, State of Florida

My Commission expires:



DESIGNATION OF REGISTERED AGENT
OF
PHYSICIANS SPECIALTY NETWORK, INC.

1. The main office and principal place of business of this corporation is:

701 N.W. 57 Ave., Suite 240
Miami, FL 33126

2. The registered office of this corporation is:

2801 Ponce de Leon Boulevard
Suite 370
Coral Gables, FL 33134

3. The Registered Agent of this corporation upon whom service of process may be had is:

PHILIP MEDVIN, ESQ.
2801 Ponce de Leon Boulevard
Suite 370
Coral Gables, FL 33134

PHYSICIANS SPECIALTY NETWORK, INC.

RALPH PEREZ, PRESIDENT

VICTOR BEHAR, Vice President

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 DEC 26 PM 1:38

AS RESIDENT AGENT FOR SERVICE OF PROCESS

THE UNDERSIGNED AGENT designated by the PHYSICIANS SPECIALTY NETWORK, INC., to accept process of Service on its behalf does hereby accept such appointment as Registered Agent pursuant to F.S. 607.037 and states that he is familiar with, and accepts the obligations provided for in F.S. 607.325.

PHILIP MEDWIN, Registered Agent

STATE OF FLORIDA)
) SS
MIAMI DADE COUNTY)

BEFORE ME the undersigned authority this 23 day of December, 2002 appeared **RALPH PEREZ and VICTOR BEHAR**, President/Director Vice-President/Director of **PHYSICIANS SPECIALTY NETWORK**, and **PHILIP MEDVIN, ESQ.**, Registered Agent, who upon being sworn stated that they executed the foregoing Designation of Resident Agent and Acceptance of Designation as Resident Agent of said corporation, for the purposes therein expressed.

My Commission Expires:

NOTARY PUBLIC, State of Florida

