

# P04000067040

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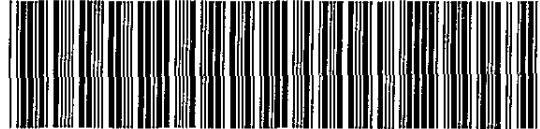
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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DEPT. OF REVENUE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 584633 10943A

AUTHORIZATION :

COST LIMIT : \$ 75.00

*Patricia Pajute*

ORDER DATE : April 22, 2004

ORDER TIME : 11:45 AM

ORDER NO. : 584633-005

CUSTOMER NO: 10943A

CUSTOMER: Mark S. Feluren, Esq  
Waldman Feluren & Trigoboff,  
P.a.  
Suite 202  
2200 North Commerce Parkway  
Fort Lauderdale, FL 33326-3258

DOMESTIC FILING

NAME: M.A. EMERGENCY ASSOCIATES,  
P.A.

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Kimberly Moret - EXT. 2949

EXAMINER'S INITIALS: \_\_\_\_\_

ARTICLES OF INCORPORATION  
OF  
M.A. EMERGENCY ASSOCIATES, P.A.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a professional corporation pursuant to the provisions of the Professional Service Corporation Act and Florida Business Corporation Act (the "Acts").

FIRST: The name of the Corporation (hereinafter called the "Corporation") is M.A. Emergency Associates, P.A.

SECOND: The duration of the Corporation shall be perpetual.

THIRD: The principal office of the Corporation shall be located at 3618 Palmetto Avenue, Coconut Grove, FL 33133. The mailing address of the Corporation shall be 3618 Palmetto Avenue, Coconut Grove, FL 33133.

FOURTH: The purpose for which the Corporation is initially organized, which shall continue to be the purpose of the Corporation until and unless the same shall be amended pursuant to the provisions of the Acts, are to render professional services and engage in any activities which facilitate or promote the practice of medicine.

The professional services authorized hereby may only be rendered by the Corporation by its officers, employees and agents who are duly licensed or otherwise legally authorized to practice medicine.

The Corporation shall not engage in business other than the practice of medicine; however, the Corporation may invest its funds in real estate, mortgages, stocks, bonds, or any other type of investments, and own real or personal property necessary for the rendering of the professional services authorized hereby.

No stockholder of the Corporation may sell or transfer the common shares except to another individual who is eligible to be a stockholder of the Corporation.

FIFTH: The aggregate number of shares which the Corporation shall have authority to issue is 500, all of which are of a par value of \$0.01 each, are of the same class and are to be common shares.

The Corporation shall not issue any of its common shares to anyone other than an individual who is duly licensed or otherwise legally authorized to practice medicine.

SIXTH: No holder of any of the shares of any class of the Corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the Corporation which the Corporation proposes to issue or any rights or options which the Corporation proposes to grant for the purchase of shares of any class of the Corporation or for the purchase of any shares, bonds, securities, or obligations of the Corporation which are convertible into or exchangeable for, or which carry any rights, to subscribe for, purchase or otherwise acquire shares of any class of the Corporation; and any and all of such shares, bonds, securities or obligations of the Corporation, whether now or hereafter authorized or created, may be issued, or may be reissued or transferred if the same have been reacquired and have treasury status, and any and all of such rights and options may be granted by the Board of Directors to such persons, firms, corporations and associations, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

SEVENTH: The number of directors constituting the initial Board of Directors of the Corporation is two which may be increased by the bylaws.

The name and address of the individuals who are to serve as the members of the initial Board of Directors of the Corporation is as follows:

Xavier Anton, M.D.  
3618 Palmetto Avenue  
Coconut Grove, FI 33133

John Marshall, M.D.  
3618 Palmetto Avenue  
Coconut Grove, FI 33133

EIGHTH: The address of the initial registered agent of the Corporation in the State of Florida is 2200 N. Commerce Parkway, Suite 202, Weston, FL 33326 and the name of the initial registered agent of the Corporation at such address is Waldman Feluren Hildebrandt & Trigoboff, P.A.

NINTH: The name and address of the incorporator is:

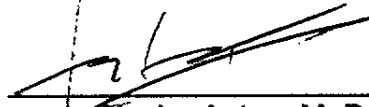
<u>NAME</u>	<u>ADDRESS</u>
Xavier Anton, M.D.	3618 Palmetto Avenue

Coconut Grove, FL 33133

TENTH: The Corporation shall, to the fullest extent permitted by the provisions of the Acts, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be in a capacity entitling such person to be indemnified, a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such a person.

ELEVENTH: The corporate existence of the Corporation shall commence as of the date and time upon which the incorporator named in these Articles of Incorporation shall have subscribed the same.

Signed on April 20 2004.

  
\_\_\_\_\_  
Xavier Anton, M. D.

Acceptance of Appointment by Registered Agent

Pursuant to the provisions of the Florida Business Corporation Act, the undersigned does hereby accept its appointment as registered agent on which process may be served within the State of Florida for the proposed domestic corporation named in the foregoing Articles of Incorporation.

Waldman Feluren Hildebrandt & Trigoboff, P.A.

By:   
Mark S. Feluren

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TALLAHASSEE, FLORIDA