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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

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

SUBJECT: SOUTH MIAMI CRITICAL CARE PHYSICIANS, P.A.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee
& Certificate of Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: MATTHEW E. SNOW, M.D.

Name (Printed or typed)

6200 S.W. 73RD STREET, 2ND FLOOR

Address

SOUTH MIAMI, FLORIDA 33143

City, State & Zip

(305) 665-1661

Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

OF

SOUTH MIAMI CRITICAL CARE PHYSICIANS, P.A.

FILED
04 APR 30 PM 12:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a professional association under the Florida Professional Service Corporation and Limited Liability Company Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the professional association is SOUTH MIAMI CRITICAL CARE PHYSICIANS, P.A.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this professional association shall be: 6200 S.W. 73RD STREET, 2ND FLOOR, SOUTH MIAMI, FLORIDA 33143.

ARTICLE III - COMMENCEMENT OF EXISTENCE

The existence of the professional association will commence on the date of filing of these Articles of Incorporation.

ARTICLE IV - PURPOSE

This professional association may engage in the rendering of professional services and such other transactions as may be permitted pursuant to Florida Statute §621.08, as may be amended from time to time.

ARTICLE V - AUTHORIZED SHARES

The maximum number of shares that the professional association is authorized to have outstanding at any time is 500 shares of capital stock having a par value of \$1.00 per

ARTICLES OF INCORPORATION - CONTINUED

share. The consideration to be paid for each share shall be fixed by the board of directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the professional association, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE VI - PREEMPTIVE RIGHTS

Each holder of stock of this professional association shall have the first right (subject to adjustments to avoid the issue of fractional shares) to purchase shares of capital stock of this professional association that from time to time may be issued (whether or not presently authorized), including shares from the treasury of the professional association, in the ratio that the number of shares of capital stock held at the time of the issue bears to the total number of shares of capital stock outstanding. This right is waived by any holder of capital stock who does not exercise it and pay for the capital stock preempted within thirty days of his receipt of a written notice from the professional association inviting him to exercise the right.

ARTICLE VII - LIMITATION ON ISSUANCE, TRANSFER AND ALIENATION

No capital stock may be issued or transferred except to those entities and individuals authorized to hold capital stock in this professional association as permitted by Florida Statutes §§ 621.09 and 621.11, as may be amended from time to time.

ARTICLE VIII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial office of the professional association is 6200 S.W.

ARTICLES OF INCORPORATION - CONTINUED

73RD STREET, 2ND FLOOR, SOUTH MIAMI, FLORIDA 33143, and the name of the professional association's initial registered agent at that address is MATTHEW E. SNOW, M.D.

ARTICLE IX - INCORPORATORS

The name and street address of the incorporator is:

| <u>NAME</u> | <u>ADDRESS</u> |
|------------------------------|--|
| <u>MATTHEW E. SNOW, M.D.</u> | <u>6200 S.W. 73RD STREET, 2ND FLOOR SOUTH MIAMI, FLORIDA 33143</u> |

The incorporator of the professional association assigns to this professional association his rights under Florida Statutes §607.0201, to constitute a professional association, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this professional association, this assignment becoming effective on the date the professional association existence begins.

ARTICLE X - INITIAL BOARD OF DIRECTORS

The professional association shall have one (1) director initially. The number of directors may be either increased or diminished from time to time as provided in the bylaws but shall never be less than one (1).

The name and street address of the initial director is:

| <u>NAME</u> | <u>ADDRESS</u> |
|------------------------------|---|
| <u>MATTHEW E. SNOW, M.D.</u> | <u>6200 S.W. 73RD STREET, 2ND FLOOR</u> |

ARTICLES OF INCORPORATION - CONTINUED

SOUTH MIAMI, FLORIDA 33143

ARTICLE XI - BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE XI - AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the board of directors. Thereafter, every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 27 day of April, 2004.


MATTHEW E. SNOW, M.D., INCORPORATOR

ARTICLES OF INCORPORATION - CONTINUED

STATE OF FLORIDA)
)
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 27th day of April, 2004, by MATTHEW E. SNOW, M.D.

Notary Public-State of Florida:

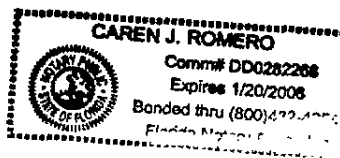
Sign Caren J. Romero

Print Caren J. Romero

Personally Known ✓; OR Produced Identification _____

Type of Identification Produced: _____

Affix Seal Below:



**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT / REGISTERED OFFICE**


PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED PROFESSIONAL ASSOCIATION, UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE / REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the professional association is: SOUTH MIAMI CRITICAL CARE PHYSICIANS, P.A.
2. The name and address of the registered agent and office is:

| | |
|------------------------------|---|
| <u>MATTHEW E. SNOW, M.D.</u> | <u>6200 S.W. 73RD STREET, 2ND FLOOR</u> |
| (Name) | (Street Address) |
| | <u>SOUTH MIAMI, FLORIDA 33143</u> |
| | (City / State / Zip Code) |

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED PROFESSIONAL ASSOCIATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


MATTHEW E. SNOW, M.D.

4/27/04
DATE

FILED
04 APR 30 PM 12:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA