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# CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Pablo A. Berrios, MD, PA

Signature

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**ARTICLES OF INCORPORATION**

**OF**

**PABLO A. BERRIOS, M.D., P.A.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned hereby forms this corporation under the laws of the State of Florida, by and under the provisions of the statutes of the State providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

**ARTICLE I. Corporate Name.**

The name of this corporation is PABLO A. BERRIOS, M.D., P.A.  
(Hereinafter referred to as the "Corporation").

**ARTICLE II. Nature of Business.**

This corporation is organized for the following purposes:

a. To provide medical care services to medical institutions and individuals.

b. To acquire and manage real property or other land rights or related properties and to do all things necessary to effect the above purposes for themselves or others, and, in accordance with the laws of the State of Florida, to invest its funds in real estate, mortgages, stocks, bonds or other types of investments, and may own real or personal property.

c. To construct, erect, build, repair and improve houses, buildings, tracts, streets, sidewalks, reservoirs, waterworks, sewers, docks, fills and other structures and improvements of any kind or character whatsoever; to buy, sell, purchase, lease or

otherwise acquire, handle, hold and dispose of real and personal property or any interest therein or chooses in action secured thereby; to improve, manage, operate, sell, mortgage, lease or otherwise dispose of any property; to loan money upon such property and to take mortgages and assignments of mortgages on the same; to lay off, plat or subdivide lands into lots and blocks, and to dedicate parks, streets, highways and alleyways therein; and to transact all or any other business which may be necessary or incidental or proper to the exercise of any or all of the aforesaid purposes of the corporation.

d. To manage, supervise, operate, control, lease, let and sublet apartments, office buildings, dwelling houses, warehouse space and all kinds and character of property of every nature whatsoever.

e. To manufacture, purchase or otherwise acquire, and to own and mortgage, pledge, sell, assign and transfer or otherwise dispose of, and to invent, trade, deal in and deal with goods, wares, merchandise and other personal property of every class and description whatsoever.

f. To buy, sell, manufacture, repair, alter and exchange, let or hire, export and deal in all kinds of articles and things which may be required for the purpose of any of the said businesses, or commonly supplied or dealt in by persons engaged in any such businesses, or which may seem capable or being profitably

dealt with in connection with any of the said businesses.

g. To guarantee, to acquire by purchase subscription or otherwise, hold for investment or otherwise, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock, or any bonds, securities or evidences of indebtedness created by any other corporation or corporations of the State of Florida, or any other state or government, domestic or foreign; and while the owner of any such stocks, bonds, securities or evidences of indebtedness, to exercise all the rights, powers and privileges of ownership, including the right to vote thereon for any and all purposes; to aid by loan, subsidy, guaranty, or in any other manner whatsoever so far as the same may be permitted in the case of corporations organized under the General Corporation Laws of the State of Florida, any corporation whose stocks, bonds, securities or other obligations are or may be in any manner and at any time owned, held or guaranteed, and to do any and all other acts or things for the preservation, protection, improvement or enhancement in value of any such stocks, bonds, securities or other obligations; and to do all and any such acts or things designed to accomplish any such purpose.

h. To acquire, hold, own, dispose of and generally deal in grants, concessions, franchises and contracts of every kind; to cause to be formed, to promote and to aid in any way in the formation of any corporation, domestic or foreign.

i. To act as financial, business and purchasing agent for domestic and foreign corporations, individuals, partnerships, associations, state governments and other bodies. Particularly to engage in the hiring of personnel or the management of personnel for cruise lines or related ships or shipping whether national or international and to do any and all things in connection with the transport of any such personnel.

j. To acquire in any manner, enjoy, utilize, hold, sell, assign, lease, mortgage or otherwise dispose of, letters patent of the United States or of any foreign country, patents, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trade marks and trade names or pending applications therefor relating to or useful in connection with any business of the corporation or any other corporation in which the corporation may have an interest as a stockholder or otherwise.

k. To borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges or franchise, or for any other lawful purpose of its corporation; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness as payable at a specified time or times, or payable upon the happening of a specified event or events, secured or unsecured, from time to time, for monies borrowed, or in payment for the property acquired, or for any of the objects of its

business; to secure the same by mortgage or mortgages, or deed or deeds of trust or pledge or other lien upon any and all of the property, rights, privileges, or franchises of the corporation, wheresoever situated, acquired or to be acquired; and to confer upon the holders of any debentures, bonds or other evidences of indebtedness of the corporation, secured or unsecured, the right to convert the principal thereof, subject, however, to the provisions of Article II. hereof.

1. To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds secured or evidences of indebtedness created by any other corporation or corporations, and while owning said stock to exercise all rights, powers, and privileges of ownership, including the right to vote thereon.

m. To purchase, sell and transfer shares of its own capital stock.

n. 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 powers enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the corporation, as principal, agent, director, trustee or otherwise, and, in general, either alone or in association with other corporations, firms, or individuals, to carry on any lawful business necessary or

incidental to the accomplishment of the purposes or the attainment of the objects or the furtherance of such purposes or objects of the corporation, whether or not such business is similar in nature to the purposes and objects set forth in these Articles of Incorporation or any amendment thereof.

The foregoing paragraphs shall be construed as enumerating both objects and powers of the corporation; and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

To have and to exercise all the powers now or hereafter conferred by Laws of the State of Florida upon corporations organized pursuant to the laws under which this corporation is organized and any and all acts amending said law or supplement thereto.

#### **ARTICLE III. Capital Stock.**

The amount of the total authorized capital stock of the corporation shall be One Hundred (100) shares of Common Stock of Five (\$5.00) Dollars par value.

#### **ARTICLE IV. Initial Capital.**

The amount of capital with which the corporation shall begin business shall be Five Hundred (\$500.00) Dollars.

#### **ARTICLE V. Corporate Existence.**

The corporation shall have perpetual existence.

#### **ARTICLE VI. Registered Office and Registered Agent.**



The principal place of business of said corporation is to be located in Hollywood, Florida, at 1655 Monroe Street, with the privilege, however, of having branch offices or places of business at any other place or places within or without the State of Florida, or in foreign countries. PABLO A. BERRIOS, M.D., is hereby designated as Registered Agent of the corporation and whose mailing address is 1655 MONROE STREET, HOLLYWOOD, FL 33020.

**ARTICLE VII. Number of Directors.**

The affairs of the corporation shall be conducted by a Board of not less than one (1) director, who need not be a stockholder.

**ARTICLE VIII. Directors and Officers.**

The name and post office address of the first Board of Directors of the corporation, who, subject to the provisions of this Certificate of Incorporation and the By-Laws and General Corporation Laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until successor is elected and qualified, are as follows:

PABLO A. BERRIOS, M.D. 1655 MONROE STREET  
HOLLYWOOD, FL 33020

Initially the office of President, Vice-President, Secretary and Treasurer shall be held by:

PABLO A. BERRIOS, M.D. 1655 MONROE STREET  
HOLLYWOOD, FL 33020

President, Vice-President,  
Secretary & Treasurer

until successor is elected and qualified.

**ARTICLE IX. Subscribers.**

The name and post office address of the subscriber of this Certificate of Incorporation, and a statement of the number of shares of stock which they agree to take is as follows:

PABLO A. BERRIOS, M.D.	1655 MONROE STREET HOLLYWOOD, FL 33020	100 Shares
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**ARTICLE X. Amendments.**

The Articles of Incorporation may be amended by an amendment proposed by a member of the Board of Directors, and adopted by the affirmative vote of a majority of the members of the Board of Directors of the corporation.

IN WITNESS WHEREOF, the undersigned have made and subscribed these Articles of Incorporation at North Miami Beach, Miami-Dade County, Florida, for the uses and purposes aforesaid, on this 27 day of December, 2006.

Pablo A. Berrios M.D.  
PABLO A. BERRIOS, M.D.

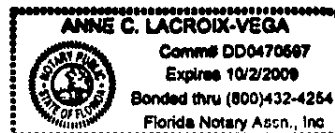
STATE OF FLORIDA )  
 )  
 ) SS:  
COUNTY OF MIAMI-DADE)

Personally appeared before me, the undersigned authority,  
PABLO A. BERRIOS, M.D., known to me to be the person described in  
and who executed the foregoing Articles of Incorporation.

Witness by my hand and seal at North Miami Beach, Miami-Dade  
County, Florida, this 27 day of December, 2006.

Notary Public - State of Florida

My Commission Expires: 10/2/2009



**ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT**

Having been named initial Registered Agent to accept service of process on the corporation at the initial registered office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of law pertaining thereto.

Pablo A. Berrios MD

PABLO A. BERRIOS, M.D.  
REGISTERED AGENT

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