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#### FLORIDA PROFIT/NON PROFIT CORPORATION G.A. LAMAS MD, P.A.

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December 21, 2010

FLORIDA DEPARTMENT OF STATE Division of Corporations

GREENSPOON MARDER, P.A.

SUBJECT: G. A. LAMAS MD, P.A.

REF: W10000058636

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The Florida Statutes require an entity to designate a street address for its principal office address. A post office box is not acceptable for the principal office address. The entity may, however, designate a separate mailing address. The mailing address may be a post office box.

An effective date may be added to the Articles of Incorporation if a 2011 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

If you have any further questions concerning your document, please call  $(85\overline{0})$  245-6901.

Pamela Smith Regulatory Specialist II New Filing Section

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# ARTICLES OF INCORPORATION OF

SECRETARY OF STATE TALLAHASSEE FLORIDA

#### G. A. LAMAS MD, P.A.

The undersigned, being duly licensed to render professional medical services in the State of Florida, for the purpose of forming a professional corporation under the laws of the State of Florida, pursuant to the provisions of Chapters 607 and 621 of the Florida statutes, hereby makes and subscribes the following Articles of Incorporation.

#### ARTICLE I NAME AND MAILING ADDRESS

The name of the corporation is: G.A. LAMAS MD, P.A.

The Corporations physical principal and mailing address is 881 Ocean Drive, Apt. 6H, Key Biscayne, Florida 33149.

## ARTICLE II

The existence of this corporation shall commence on the date of filing of these Articles of Incorporation with the Florida Department of State, and thereafter this corporation shall have perpetual existence.

### ARTICLE III PURPOSE

This corporation is organized for the purpose of providing medical physician consulting services and for transacting any and all business for which corporations may be formed under Chapter 621 of the Florida Statutes, as amended from time to time.

#### ARTICLE IV CAPITAL STOCK

This corporation is authorized to issue 100 shares of One Dollar (\$1.00) par value common stock. The shares shall not be divided into classes, nor may this corporation issue preferred stock without an amendment to its Articles of Incorporation.

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### ARTICLE V INITIAL REGISTERED OFFICE AND AGENT

The Corporation's initial Registered Agent and its office address is: Gervasio A. Lamas, M.D., 881 Ocean Drive, Apt. 6H, Key Biscayne, Florida 33149.

#### ARTICLE VI INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1). The name and address of the initial director of this corporation is:

Gervasio A. Lamas, M.D. 881 Ocean Drive, Apt. 6H, Key Biscayne, Florida 33149

### ARTICLE VII INCORPORATORS

The name and address of the person signing these Articles is Gervasio A. Lamas, M.D., 881 Ocean Drive, Apt. 6H, Key Biscayne, Florida 33149.

### ARTICLE VIII POWERS

This corporation shall have all of the corporate powers enumerated in the Florida Professional Services Corporation Act.

### ARTICLE IX ACTION BY DIRECTORS WITHOUT A MEETING

The directors of this corporation may take action by written consent, as provided by law.

### ARTICLE X INDEMNIFICATION

This corporation shall, to the fullest extent permitted by the provisions of the Florida Professional Services Corporation Act, 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

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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 by-laws, 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 holder such office, and shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such a person.

### ARTICLE XI AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder(s) is subject to this reservation.

### ARTICLE XII BYLAWS

The bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any bylaw adopted by shareholders if the shareholders specifically provide such bylaw is not subject to amendment or repeal by the directors.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles

of Incorporation this Aday of Dec., 20,000

Gervasio À. Lamas, M.D.

#### ACCEPTANCE OF REGISTERED AGENT

Having been named as the Registered Agent to accept service of process for **G**. **A**. **LAMAS MD PA.**, at the place designated in the Articles of Incorporation, I agree to act in this capacity, I agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the duties and obligations of the Registered Agent.

Dated: 18- 100 c - 2016

Canicalia A Lamas