P95000004305

370 MINORGA AVENUE, SUITE 21 CORAL GABLEB, FLORIDA 33134

EDWIN M GINSBURG S HARVEY ZIEGLER Telephone: (305) 444-5678 FACBIMILE: (305) 444-3937

January 11, 1995

Secretary of State P.O. Box 6327 Tallahassee, Florida 32314

1111 1110 1 20 1222/4 3 01/10/16-01001-002 4444: 200-444412250

Re: CESARE A. O. DIROCCO. P.A.

Gentlemen:

We wish to incorporate this new corporation (professional association): CESARE A. O. DIROCCO, P.A.

In that regard, we enclose:

- 1. An original, plus one additional copy of the Articles of Incorporation.
- 2. Our law firm check in the amount of \$122.50, representing payment of the \$70.00 filing fee, plus an additional \$52.50 fee for payment of a <u>certified</u> copy of the Articles of Incorporation, which we would like to have returned to us after filing.

Please note that the Designation and Acceptance of Registered Agent and address of the Registered Office are contained within the Articles on Pages 3, 4 and Page 8 thereof.

Please acknowledge receipt of this letter and documents by signing the enclosed copy of this letter and returning the letter to us in the enclosed, self addressed, stamped envelope. After filing, please forward to us a certified copy of the Articles of Incorporation.

[Continued on Page 2...]

KAN 1-18

Secretary of State January 11, 1995 Page 2

Re: CESARE A. O. DIROCCO. P.A.

Should you have any questions, please telephone me.

Thank you for your kind cooperation.

Sincerely,

Educa M. Sinsburg

EMG/res Enclosures

THIS WILL ACKNOWLEDGE RECEIPT of this letter along with the above mentioned enclosed documents.

FLORIDA DEPARTMENT OF STATE

Ву: ______

Print Name

Dated this _____ day of January, 1995

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ARTICLES OF INCORPORATION OF CESARE A. O. DI ROCCO, P.A.

The undersigned, subscriber to these Articles of Incorporation, a natural person competent to contract, hereby presents these Articles for the formation of a corporation under the provisions of Chapter 621, Florida Statutes, also known as The Professional Service Corporation Act, and other applicable laws of the State of Florida.

ARTICLE I.

NAME

The name of this Corporation shall be: CESARE A. O. Di ROCCO, P.A.

ARTICLE II.

NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is:

To engage in every phase and aspect of conducting the practice of medicine and providing medical services, to own and operate a medical doctor's office through persons licensed to practice medicine, and generally to engage in the business of rendering the same professional services to the public that a medical doctor, duly licensed as such under the laws of the State of Florida, is authorized to render, but such professional services shall be rendered only through officers, employees, and agents who are duly licensed under the laws of the State of Florida to practice medicine therein.

To invest the funds of this corporation in real estate, mortgages, stocks, bonds, or any type of investment, and to own real and personal property necessary for the rendering of professional services.

To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objectives or the furtherance of any of the objectives or purposes enumerated in these Articles of Incorporation or, any amendment thereof, necessary or incidental to the protection and benefit of the corporation, and in general, either alone or in association with other corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or the attainment of the objectives or the furtherance of such purposes or objectives of this corporation.

To engage in any lawful activity or to transact any lawful business for which corporations may be incorporated under The Professional Service Corporation Act of the State of Florida.

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

ARTICLE III.

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having a par value of \$1.00 per

share. None of the shares of this corporation may be issued to anyone other than an individual duly licensed to practice medicine in the State of Florida.

ARTICLE IV.

INITIAL CAPITAL

The amount of capital with which this corporation shall commence business shall be not less than Five Hundred (\$500.00) Dollars.

ARTICLE V.

TERM OF EXISTENCE

This Corporation is to exist perpetually unless sooner dissolved according to law.

ARTICLE VI.

ADDRESS

The street address of the initial registered office and of the principal office of this corporation in the State of Florida is 3301 N.E. 5th Avenue, P.H.-2, Miami, Florida 33137. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VII.

DIRECTORS

This Corporation shall have a Board of Directors composed of that number of Directors determined in accordance with the provisions of the By-Laws. The number of directors may be increased or diminished from time to time by Amendments to the By-Laws duly adopted by the shareholders, but shall never be less than one (1). If required by the

ethics of the medical profession, directors shall be required to possess the same professional qualifications as shareholders are required to possess.

ARTICLE VIII.

INITIAL DIRECTOR

The name and post office address of the sole member of the first Board of Directors is:

NAME

ADDRESS

CESARE A. O. DI ROCCO

3301 N.E. 5th Avenue, P.H.-2 Minmi, Florida 33137

ARTICLE IX.

SUBSCRIBER

The name and post office address of the subscriber of these Articles of Incorporation, who is a person duly licensed to practice medicine in the State of Florida, is:

NAME

ADDRESS

CESARE A. O. Di ROCCO

3301 N.E. 5th Avenue, P.H.-2 Miami, Florida 33137

ARTICLE X

REGISTERED AGENT

The name and post office address of the registered agent of the corporation is:

NAME

ADDRESS

CESARE A. O. DI ROCCO

3301 N.E. 5th Avenue, P.H.-2 Miami, Florida 33137

ARTICLE XL

VOTING TRUSTS

No shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

ARTICLE XIL

RESTRAINT ON ALIENATION OF SHARES

The shareholders of this corporation shall have the power to include in the By-Laws, adopted by a majority of the shareholders of this corporation, any regulatory or restrictive provisions regarding any proposed sale, transfer, or other disposition of any of the outstanding shares of this corporation by any of its shareholders, including the sale, transfer or disposition of said shares in the event of the death of any of its shareholders. The manner and form, as well as relevant terms, conditions, and details hereof, shall be determined by the shareholders of this corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless existence of such provisions shall be plainly written upon the certificate evidencing the ownership of such stock. No shareholder of this corporation may sell or transfer his shares therein except to another individual who is eligible to be a shareholder of this corporation. If any shareholder becomes legally disqualified to practice medicine in the State of Florida, or accepts employment that places restrictions or limitations upon his continuous rendering of such professional services, such shareholder's shares shall immediately become subject to purchase by this corporation in accordance with the By-Laws adopted by the shareholders.

ARTICLE XIII.

ADDITIONAL CORPORATE POWERS

In furtherance, and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objects hereinabove stated, this corporation shall have all and singular the following powers:

This corporation shall have the power to enter into, or become a partner in, any arrangement for sharing profits, union of interest, or corporation, joint venture or otherwise, with any person, firm, or corporation to carry on any business which this cor, ration has the direct or incidental authority to pursue.

This corporation shall have the power to deny to the holders of the common stock of this corporation any pre-emptive right to purchase or subscribe to any new issues of any type stock of this corporation, and no shareholder shall have any pre-emptive right to subscribe to any such stock.

This corporation shall have the power, at its option, to purchase and acquire any and all of its shares owned and held by any such shareholder as should desire to sell, transfer, or otherwise dispose of his shares, in accordance with the By-Laws adopted by the shareholders of this corporation setting forth the terms and conditions of such purchase; provided, however, that the capital of this corporation is not impaired by such purchase.

This corporation shall have the power, at its option, to purchase and acquire the shares owned and held by any shareholder who dies, in accordance with the By-Laws adopted by the shareholders of this corporation setting forth the terms and

conditions of such purchase; provided, however, that the capital of this corporation is not impaired by such purchase.

This corporation shall have the power to enter into, for the benefit of its employees, one or more of the following:

- insurance plan(s), including without limitation group health insurance,
 hospitalization insurance, and dental insurance;
- (2) a pension plan;
- a profit sharing plan, if such a plan is not otherwise prohibited by the Code of Ethics of the Profession;
- (4) a stock bonus plan;
- (5) a thrift and savings plan;
- (6) a restricted stock option plan; or
- (7) other retirement or incentive compensation plans.

ARTICLE XIV.

<u>AMENDMENT</u>

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors, and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, I, CESARE A. O. Di ROCCO, the subscriber (incorporator) and the registered agent, have hereunto duly executed these Articles of Incorporation as of the day beretofore affixed.

heretofore affixed		
Dated: December 7 , 1994		(SEAL)
	CESARE A.O. DIROCCO, Subscrib	er (Incorporator)
CESARE A.O. Di ROCCO, NAMED AS FOREGOING ARTICLES OF INCORPORAGENT and acknowledges that he is familiar with Agents under the applicable Florida Stat provisions of Section 607.0505 of the Florida	RATION, hereby accepts the appointm ith, and accepts the obligations imposed tutes, including specifically but witho	ient as Registered Lupon Registered
Dated: December 7 ⁷¹ , 1994		~
STATE OF FLORIDA) (SS: COUNTY OF DADE)	CESARE A.O. DIROCCO, R	egistered Agent
BEFORE ME, the undersigned authand he is personally known to me or he had identification, and he acknowledged before Registered Agent identified above, executed the expressed. IN WITNESS WHEREOF, I have her Florida, this	e me that he, as the Subscriber (Incorpo he above and foregoing for the uses and	as prator) and as the purposes therein
	D., 1994.	
My Commission Expires: LENORE QUINONES My Commission CC3686,38 Expired Apr. 27, 1998 Bonded by HAI 800-422-1555	NOTARY PUBLIC State of Florida at Large FNORF (VINON) Control of No. 11 any	

[NOTARIAL SEAL]

PLEASE READ ALL INSTRUCTIONS BEFORE COMPLETING THIS FORM.

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APPLICATION
FOR
REINSTATEMENT
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Corporation Hamu



FLORIDA DEPARTMENT OF STATE Sandra B. Mortham

Secretary of State

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FILED

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SECRETARY OF STATE TALLAHASSEE FLORIDA

P95000004305

CESARE A.O. DI ROCCO, P.A.

Principal Place of Bourons

3301 HE. 5TH AVE., PH-2

Mahng Address

3301 N.E. 5TH AVE., PH-2 MIAMI FL 33137

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MIAMI FL 33137		MIAMI PE 331					JL 19
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Title(s) 2			3301 N.E. 5TH A			MIAMI FL 33137	
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6. Nam	e and Address of Curror	nt Registered Ag	onl	Namo	y, Home an		
	ADE A O			Street Address	(P.O. Box Num	per is Not Acceptable)	
DI ROCCIO, CES 3301 N.E. 5TH A	VE., PH-2						
MIAMI FL 33137			Suito, Apt. #. E			State Zip Code	
				City			FL
10 1, being appointed the	ne registered agent of the	above named con	poration, am familiar w	in and accept the	e obligations of S	oction 607.0505, F.S.	-24-96
Signature of Registered Agent	CO		GENT MUST SIGN			Date/_	
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r commy that I am an officer or director or the receiver or trustee empowered in execute this application as provided for in chapter 607 or 617, P.S. i turner corruy that when things this reinstallement application, the reason for dissolution has been obminished, the corporate name satisfies the requirements of section 607 0401 or 617 0401, F.S., that all fees owind by the corporation have been paid and the names of individuals listed on this form do not qualify for an exemption under section 119 07(3)(i), r.S. The information indicated in this application is true and accurate, and my signature shall have the same legal effect as if made under each

SIGNATURE:

PED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR