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FA#: H95-1590

ARTICLES OF INCORPORATION OF GREATER MIAMI MEDICAL GROUP, P.A.

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The undersigned, incorporator, a natural person competant 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 and Limited Liability Company Act, and other laws of the State of Plorida.

ARTICLE I MANE

The name of this Corporation is GREATER MIAMI MEDICAL GROUP, 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 the business of rendering the same professional services to the public that a physician or osteopath duly licensed 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 or osteopathy

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

Keith J. Blum, Esquire GEIGER. KASDIN, HELLER & KUPERSTEIN, P.A. 1428 Brickell Avenue, 6th Floor

Miani, FL 33131 Telephone: (305) (305) 372-5000 (305) 372-0052 Facsimile: Florida Bar Number: 0879185

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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 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 objects of this Corporation.

The foregoing paragraphs shall be construed as enumerating both objects 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 1,000 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 or esteopathy in the State of Florida.

ARTICLE IV TERM OF EXISTENCE

This Corporation shall commence its existence upon the filing of these Articles of Incorporation and shall continue perpetually thereafter, unless sooner dissolved according to law.

ARTICLE V

The initial mailing address and principal office of this Corporation in the State of Florida is 3250 S.W. 3rd Avenue, Miami, Florida 33129. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VI DIRECTORS

The number of Directors may be increased or diminished from time to time by Bylaws adopted by the Shareholders, but shall never be less than one (1). If required by the ethics of the profession,

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Directors shall be required to possess the same professional qualifications as Shareholders are required to possess.

ARTICLE VII REGISTERED AGENT AND OFFICE

The Corporation's initial Registered Agent and Registered Office is:

NAME

ADDRESS

STANLEY H. KUPERSTRIN, ESQ.

1428 Brickell Avenue 6th Floor Miami, Florida 33131

ARTICLE VIII INCORPORATOR

The name and post office address of the incorporator of this Corporation is:

NAME

ADDRESS

CHARLES E. VIRGIN, M.D. 3250 SW 3rd Avenue Miami, Plorida 33129

ARTICLE IX YOTING 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/her shares.

ARTICLE I INCORPORATION OF PROVISIONS OF THE PROFESSIONAL SERVICE CORPORATION AND LIMITED LIABILITY COMPANY ACT

This Corporation is intended to be a professional service corporation within the meaning of the Professional Service Corporation and Limited Liability Company Act, and accordingly, the Corporation, its officers, directors and shareholders, shall be subject to all of the sections of said Act concerning the formation of the Corporation, the conduct of its business, and the liabilities, rights, privileges and immunities of this Corporation and its officers, directors and shareholders, as stated in Chapter 621, Florida Statutes.

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ARTICLE XI IMDENNIFICATION

This Corporation shall indemnify any officer or director, or any former officer or director of the Corporation, to the full extent permitted by applicable law.

IN WITHESS WHEREOF, I, the Incorporator, for the purpose of forming a professional service corporation, have executed these Articles of Incorporation this $\frac{7}{100}$ day of February, 1995 and hereby declare and certify that the facts stated above are true.

CHARLES E. VINGIN, M.D.

HAVING BEEN NAMED TO ACCEPT SEPVICE OF PROCESS FOR GREATER MIAMI MEDICAL GROUP, P.A. AT THE PLACE DESIGNATED IN THESE ARTICLES OF INCORPORATION, I HEREBY ACCEPT TO ACT IN THIS CAPACITY AND AGREE TO COMPLY WITH THE PROVISIONS OF SAID ACT RELATIVE TO KEEPING OPEN SAID OFFICE.

STANLEY H. KUPERSTEIN, ESQ Registered Agent

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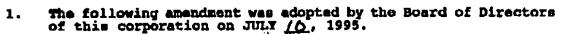
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ARTICLES OF AMENDMENT

OF

GREATER MIAMI MEDICAL GROUP, P.A.



- The Shareholders unanimously approved this amendment on JULY 2. /<u>/</u>0 , 1995.
- The Articles of Incorporation are hereby amended to include 3. new Article XII as follows:

ARTICLE XII

The officers of the Corporation are as follows:

President:

CHARLES E. VIRGIN

Vice-President:

Secretary:

JUAN P. AGUILAR

Treasurer:

PETE GARCIA

IN WITHES WHEREOF, the undersigned have executed these Articles of Amendment this day of JULY, 1995.

CHARLES E. VIRGIN

President/Director/Shareholder

Stanley H. Kuperstein, Esq. GEIGER, KASDIN, HELLER, KUPERSTEIN,

CHAMES & WEIL, P.A. 1428 Brickell Avenue, 6th Floor Miami, Florida 33131

Telephone: (305) 372-5000 Facsimile: (305) 372-0052

Florida Bar Number: 113612

FA#: H95-8219

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