

P95000010969

2/08/95

((H95000001590)))

TO: DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
STATE OF FLORIDA  
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CONTACT: BEVERLY O RIEDY  
PHONE: (305) 372-5000  
FAX: (305) 372-0052

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
NAME: GREATER MIAMI MEDICAL GROUP, P.A.

FAX AUDIT NUMBER: H95000001590

DATE REQUESTED: 02/08/1995

CERTIFIED COPIES: 1

NUMBER OF PAGES: 4

ESTIMATED CHARGE: \$122.50

CURRENT STATUS: REQUESTED

TIME REQUESTED: 11:42:33

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A HAN 8-013 Bobby Eldridge

Please call when you get docs. Keith Blum 305-372-5000

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TALLAHASSEE, FLORIDA

2/9/95

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2- 8-85 : 17:17 :GEIGER KASDIN HELLER- DIV OF CORPORATIONS:# 2/ 5

FA#: H95-1590

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

The undersigned, incorporator, 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 and Limited Liability Company Act, and other laws of the State of Florida.

**ARTICLE I  
NAME**

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 therein.

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  
Miami, FL 33131  
Telephone: (305) 372-5000  
Facsimile: (305) 372-0052  
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 osteopathy 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 ADDRESS**

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:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
STANLEY H. KUPERSTEIN, 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:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
CHARLES E. VIRGIN, M.D.	3250 SW 3rd Avenue Miami, Florida 33129

**ARTICLE IX**  
**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/her shares.

**ARTICLE X**  
**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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2- 8-95 : 17:19 :GEIGER KASDIN HELLER- DIV OF CORPORATIONS:# 5/ 5

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**ARTICLE XI  
INDEMNIFICATION**

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 WITNESS WHEREOF, I, the Incorporator, for the purpose of forming a professional service corporation, have executed these Articles of Incorporation this 7 day of February, 1995 and hereby declare and certify that the facts stated above are true.

  
CHARLES E. VIRGIN, M.D.

HAVING BEEN NAMED TO ACCEPT SERVICE 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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1428 BRICKELL AVE  
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DOCUMENT TYPE: BASIC AMENDMENT

NAME: GREATER MIAMI MEDICAL GROUP, P.A.

FAX AUDIT NUMBER: H95000008219

CURRENT STATUS: REQUESTED

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

1. The following amendment was adopted by the Board of Directors of this corporation on JULY 10, 1995.
2. The Shareholders unanimously approved this amendment on JULY 10, 1995.
3. The Articles of Incorporation are hereby amended to include new Article XII as follows:

ARTICLE XII

The officers of the Corporation are as follows:

President:	CHARLES E. VIRGIN
Vice-President:	JUAN BOLET
Secretary:	JUAN P. AGUILAR
Treasurer:	PETE GARCIA

IN WITNESS WHEREOF, the undersigned have executed these Articles of Amendment this 10th 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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