

SLIP BY:

3/2/95

12 10 11 17 17

DIV

PAGE 2/6

3/02/95

FLORIDA DIVISION OF CORPORATIONS

9:07 AM

((H95000002423))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: GEIGER, KASDIN, HELLER & KUPERSTEIN,
1428 BRICKELL AVE
6TH FLOOR
MIAMI FL 33131- 401-0000
CONTACT: BEVERLY O RIEDY
PHONE: (305) 372-5000
FAX: (305) 372-0052

((H95000002423))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: BEATRIZ M. CAPOTE, P.A.
FAX AUDIT NUMBER: H95000002423
DATE REQUESTED: 03/02/1995
CERTIFIED COPIES: 1
NUMBER OF PAGES: 4
ESTIMATED CHARGE: \$122.50

CURRENT STATUS: REQUESTED
TIME REQUESTED: 09:02:53
CERTIFICATE OF STATUS: 0
METHOD OF DELIVERY: FAX
ACCOUNT NUMBER: 076030000723

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

((H95000002423))

** ENTER 'M' FOR MENU. **
ENTER SELECTION AND <CR>:

Alt-Z FOR HELP3 VT102 3 FDX 3 9600 E71 3 LOG CLOSED 3 PRINT OFF 3

3/02/95

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM

9:02 AM

((H95000002423))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: GEIGER, KASDIN, HELLER & KUPERSTEIN,
1428 BRICKELL AVE
6TH FLOOR
MIAMI FL 33131- 401-0000
CONTACT: BEVERLY O RIEDY
PHONE: (305) 372-5000
FAX: (305) 372-0052

((H95000002423))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: BEATRIZ M. CAPOTE, P.A.
FAX AUDIT NUMBER: H95000002423
DATE REQUESTED: 03/02/1995
CERTIFIED COPIES: 1
NUMBER OF PAGES: 4
ESTIMATED CHARGE: \$122.50

CURRENT STATUS: REQUESTED
TIME REQUESTED: 09:02:53
CERTIFICATE OF STATUS: 0
METHOD OF DELIVERY: FAX
ACCOUNT NUMBER: 076030000723

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

((H95000002423))

** ENTER 'M' FOR MENU. **
ENTER SELECTION AND <CR>:

Alt-Z FOR HELP3 VT102 3 FDX 3 9600 E71 3 LOG CLOSED 3 PRINT OFF 3

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
05 MAR -2 AM 10:51
FILED

Handwritten signature and date 3/2/95

GEIGER, KASDIN, HELLER, & KUPERSTEIN, P.A.
1420 BRICKELL AVENUE
SUITE 600
MIAMI, FLORIDA 33131
(305) 372-5000
FAX (305) 372-0062

IMPORTANT: THIS MESSAGE IS INTENDED ONLY FOR THE USE OF THE INDIVIDUAL OR ENTITY TO WHICH IT IS ADDRESSED AND MAY CONTAIN INFORMATION THAT IS PRIVILEGED, CONFIDENTIAL, AND EXEMPT FROM DISCLOSURE UNDER APPLICABLE LAW. IF THE READER OF THIS MESSAGE IS NOT THE INTENDED RECIPIENT, OR THE EMPLOYER OR AGENT RESPONSIBLE FOR DELIVERING THE MESSAGE TO THE INTENDED RECIPIENT, YOU ARE HEREBY NOTIFIED THAT ANY DISSEMINATION, DISTRIBUTION OR COPY OF THIS COMMUNICATION IS STRICTLY PROHIBITED. IF YOU HAVE RECEIVED THIS COMMUNICATION IN ERROR, PLEASE NOTIFY US IMMEDIATELY BY TELEPHONE AND RETURN THE ORIGINAL MESSAGE TO US AT THE ABOVE ADDRESS VIA THE U.S. POSTAL SERVICE. THANK YOU.

DATE: 3-2-95
TO: Seely State Div. Corp. FAX TELEPHONE NO.: 904-922-4000
FROM: Betty Capote
RE: Bartley M. Capote, P.A.
CLIENT NO.: 22422, 410

Total Number of Pages (including cover page): 6

Transmitted By: Phyllis

PLEASE CALL (305) 372-5000 if you experience any problems with this transmission.

ADDITIONAL COMMENTS:

SENT BY:

3- 2-05 : 9:13 :GEIGER KASDIN HELLER- DIV OF CORPORATIONS:# 3/ 0

FA# H95-2423

FILED
95 MAR - 2 AM 10:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION OF
BEATRIZ M. CAPOTE, 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 BEATRIZ M. CAPOTE, 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 lawyer 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 law 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.

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.

Beatriz M. Capote, Esquire
GEIGER, KASDIN, HELLER & KUPERSTEIN, P.A.
1428 Brickell Avenue, 6th Floor
Miami, FL 33131
Telephone No. (305) 372-5000
Florida Bar No. 0820725

FA# H95- 2423

SENT BY:

3 2-83 . 0:13 GEIGER KASDIN BELLER • DIV OF CORPORATIONS: # 4 / 0

FA# H95-2423

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 5100 Alton Road, Miami Beach, Florida 33140. 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, Directors shall be required to possess the same professional qualifications as Shareholders are required to possess.

FA# H95-2423

SENT BY:

3- 2-05 : 0:10 GEIGER KASDIN HELLER DIV OF CORPORATIONS:# 5/ 0

FA# H95-2423

**ARTICLE VII
REGISTERED AGENT AND OFFICE**

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

NAME	ADDRESS
BEATRIZ M. CAPOTE, ESQ	5100 Alton Road Miami Beach, Florida 33140

**ARTICLE VIII
INCORPORATOR**

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

NAME	ADDRESS
BEATRIZ M. CAPOTE	5100 Alton Road Miami Beach, Florida 33140

**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.

FA# H95-2423

SENT BY:

3 2 95 . 9:11 :GEIGER KASDIN HELLER DIV OF CORPORATIONS:# 0/ 6

FA# H95-2423

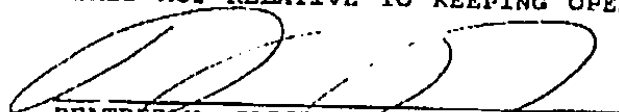
**ARTICLE XI
INDEMNIFICATION**

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 28th day of February, 1995 and hereby declare and certify that the facts stated above are true.


BEATRIZ M. CAPOTE, ESQ.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR BEATRIZ M. CAPOTE, 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.


BEATRIZ M. CAPOTE, ESQ
Registered Agent

FILED
95 MAR -2 AM 10:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FA# H95-2423