

P95000048258

LAW OFFICES OF  
**BRUCE M. BOUNDS**  
SUITE 630 PONCE DE LEON BUILDING  
2121 PONCE DE LEON BOULEVARD  
CORAL GABLES, FLORIDA 33134-4222

PHONE (305) 447-0060  
FAX (305) 443-9811

BRUCE M. BOUNDS  
ADMITTED: FLORIDA  
NEW YORK, PENNSYLVANIA  
& DISTRICT OF COLUMBIA

June 16, 1995

Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, FL 32314

900001516429  
-06/19/95--01038--001  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Filing of Articles of Incorporation for Steven J. DePrima,  
M.D., P.A.

Gentlemen:

Enclosed are the original and one (1) copy of the proposed Articles of Incorporation for Steven J. DePrima, M.D., P.A. Please approve and file the original and certify the copy for us and return it to us. also enclosed is a certificate designating the Registered Agent for the corporation.

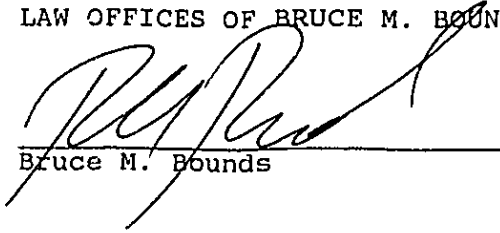
Also enclosed is a check payable to you for charges as follows:

Filing fee	\$ 35.00
Certified copy	\$ 52.50
Filing Registered Agent's Certificate	<u>\$ 35.00</u>
TOTAL:	\$122.50

Please let us know if anything further is required.

Very truly yours,

LAW OFFICES OF BRUCE M. BOUNDS

  
Bruce M. Bounds

WJW

ARTICLES OF INCORPORATION  
OF  
STEVEN J. DEPRIMA, M.D., P.A.

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The undersigned, acting as incorporator of STEVEN J. DEPRIMA, M.D., P.A. under the Florida Professional Services Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is STEVEN J. DEPRIMA, M.D., P.A.

ARTICLE II. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

ARTICLE III. PURPOSE

The purpose of the corporation and the nature of its business are as follows:

1. To engage in the practice of medicine as a professional service corporation and to provide services incident thereto, especially the practice of radiology and medical imaging and to render such services as may be ancillary to the foregoing. The corporation may purchase and own real and personal property necessary or appropriate for rendering its professional services and may invest its funds in real estate, mortgages, stocks, bonds,

and any other type of investments, all in accordance with the provisions of F.S.A. Chapter 621.

2. To own property, enter into contracts and carry on any activity necessary or incidental to the accomplishment or furtherance of the purpose of this Corporation.

3. The services of this corporation which consist of the practice of medicine, especially radiology and medical imaging shall be carried out only through officers, employees and agents who are licensed and in good standing to practice medicine by the State of Florida, Agency for Health Care Administration, or such other board, agency, department or division as may hereafter succeed to its function.

4. To do everything necessary, proper or convenient for the accomplishment of any of the purposes herein set forth, and to do every other act incidental thereto which is not forbidden by the general and corporate laws of the State of Florida, by F.S.A. Chapter 455, by the Rules of the Agency for Health Care Administration, or by the provisions of these Articles of Incorporation.

#### ARTICLE IV. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 5000 University Drive, Coral Gables, FL 33146.

#### ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 7,500 shares of a single class of common stock having a par value of \$1.00 per share. The consideration to be paid for each share shall be fixed by the board of directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares. None of the shares of the corporation may be issued to anyone other than an individual who is licensed in good standing to practice medicine by the State of Florida, Agency for Health Care Administration, or such other board, agency, department or division as may hereafter succeed to its functions.

#### ARTICLE VI. RESTRAINT ON ALIENATION

No shareholder may sell or transfer his shares in the corporation except to another individual who is eligible to be a shareholder of the Corporation under Florida law.

The shareholders of the corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of the shareholders of the corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as

the relevant terms, conditions, and details of the disposition, shall be determined by the shareholders of the corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock.

#### ARTICLE VII. DISQUALIFICATION

If any officer, shareholder, agent or employee of the corporation who has been rendering professional service to the public for the corporation becomes legally disqualified to render such professional services within Florida or is elected to public office or accepts employment that places restrictions or limitations upon his or her continued rendering of such professional services, then the corporation shall require him or her to comply with the Florida Professional Service Corporation Act by severing all employment with and financial interests in the corporation, and such shareholders' shares of stock shall immediately become subject to purchase by the corporation in accordance with the bylaws adopted by the shareholders.

#### ARTICLE VIII. INITIAL REGISTERED OFFICE AND AGENT

The Street address of the initial registered office of the corporation is 2121 Ponce de Leon Boulevard, Suite 630, Coral Gables, FL 33134-5222, and the name of the corporation's initial registered agent at that address is Bruce M. Bounds.

ARTICLE IX. INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) director initially. No person shall service as a director of the corporation unless the person is duly licensed in good standing to practice medicine by the State of Florida, Agency for Health Care Administration, or such other board, agency, department or division as may hereafter succeed to its functions. The number of directors may be either increased or diminished from time to time as provided in the bylaws but shall never be less than one (1). The name and street address of the initial director is:

<u>NAME</u>	<u>ADDRESS</u>
Steven J. Deprima, M.D.	4649 Ponce de Leon Boulevard Suite 300 Coral Gables, FL 33146

ARTICLE X. INCORPORATORS

The name and street address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Bruce M. Bounds	2121 Ponce de Leon Boulevard Suite 630 Coral Gables, FL 33134-5222

The incorporator of the corporation assign to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

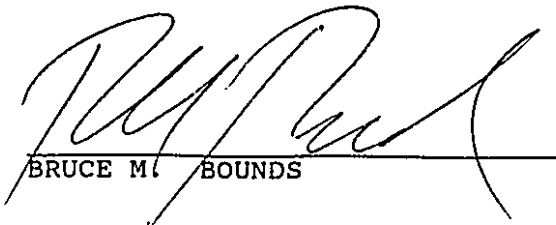
ARTICLE XI. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any by law adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE XII. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the board of directors. Thereafter, every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 16th day of June, 1995.

  
\_\_\_\_\_  
BRUCE M. BOUNDS

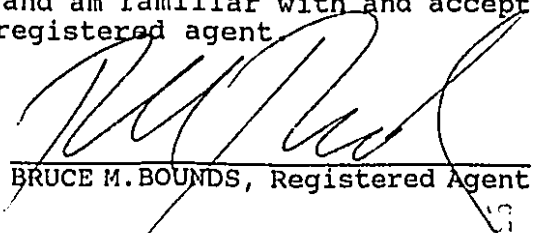
CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/ REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: Steven J. DePrima, M.D., P.A.
2. The name and address of the registered agent and office is: Bruce M. Bounds, 2121 Ponce de Leon Boulevard, Suite 630, Coral Gables, FL 33134-5222.

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for the above named corporation at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as registered agent.

  
\_\_\_\_\_  
BRUCE M. BOUNDS, Registered Agent

C:\Gen\DePrima\Articles, Inc.

STAMPED 12/11/94





THE UNITED STATES  
CORPORATION  
COMPANY

P95000048258

ACCOUNT NO. : 072100000032

REFERENCE : 210659 4303929

AUTHORIZATION :

Patricia Piggett

COST LIMIT : \$ 87.50

ORDER DATE : January 6, 1997

ORDER TIME : 9:06 AM

ORDER NO. : 210659-015

CUSTOMER NO: 4303929

100002048581--0

CUSTOMER: Ms. Sheryl C. Vainstein  
Greenberg Traurig Hoffman  
22nd Floor  
1221 Brickell Avenue  
Miami, FL 33131-3238

DOMESTIC AMENDMENT FILING

NAME: STEVEN J. DEPRIMA, M.D., P.A.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT  
XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kathy Drake

EXAMINER'S INITIALS:

97 JAN -6 AM 11:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
97 JAN -6 AM 9:51  
DIVISION OF CORPORATION

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
STEVEN J. DEPRIMA, M.D., P.A.**

The Articles of Incorporation of STEVEN J. DEPRIMA, M.D., P.A., a Florida corporation (the "Corporation"), which were filed on June 19, 1995, be and hereby are amended and restated in their entirety in the following manner:

**ARTICLE I  
NAME**

The name of the corporation is GR-SJD, INC.

**ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The address of the corporation's principal office is 2601 South Bayshore Drive, Suite 1215, Coconut Grove, Florida 33133.

**ARTICLE III  
DURATION OF CORPORATE EXISTENCE**

The corporation shall exist perpetually.

**ARTICLE IV  
NATURE OF BUSINESS**

This corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE V  
CAPITAL STOCK**

The corporation is authorized to have outstanding one class of stock, to be designated as Common Stock. The maximum number of shares of Common Stock which the corporation is authorized to have outstanding is SEVEN THOUSAND FIVE HUNDRED (7,500) shares of Common Stock having a par value of \$1.00 per share. Holders of Common Stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting.

FILED  
ST JAN - 6 11:14 AM  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE VI**  
**BOARD OF DIRECTORS**

The corporation shall have one director. The number of directors may be increased or decreased from time to time in the manner provided in the bylaws of the corporation.

**ARTICLE VII**  
**BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

**ARTICLE VIII**  
**INDEMNIFICATION**

The corporation shall indemnify, to the full extent permitted by law, any officer or director of the corporation.

The undersigned hereby certifies that the foregoing amendment and restatement of the articles of incorporation of the corporation was duly approved and adopted on January 2, 1997 by written consent executed by all of the corporation's shareholders and directors in accordance with the Florida Statutes.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 2<sup>nd</sup> day of January, 1997.

STEVEN J. DEPRIMA, M.D., P.A., a Florida  
corporation

By: \_\_\_\_\_

Name: Steven J. DePrima, M.D.

Title: President