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

FROM: RUBIN BAUM LEVIN CONSTANT FRIEDMAN &
200 S BISCAYNE BLVD
2500 SE FINANCIAL CENTER
MIAMI FL 33131-2336
CONTACT: KENDALL SPARKMAN
PHONE: (305) 374-7580
FAX: (305) 374-7593

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NAME: MIAMI CHILDREN'S HOSPITAL
FAX AUDIT NUMBER: H95000007245
DATE REQUESTED: 06/28/1995
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NUMBER OF PAGES: 5
ESTIMATED CHARGE: \$122.50

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TALLAHASSEE, FLORIDA

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95 JUN 29 PM 2:17
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 29, 1995

RUBIN BAUM LEVIN CONSTANT FREIDMAN
200 SO. BISCAYNE BLVD.
MIAMI, FL 33131-2336

SUBJECT: MIAMI CHILDREN'S HOSPITAL PATHOLOGISTS, P.A.
REF: W95000013256

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

I RECEIVED ONLY PAGES 1 & 2 OF ARTICLES. PLEASE RESEND ENTIRE SET OF ARTICLES.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Terri Buckley
Corporate Specialist

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Letter Number: 595A00031906

Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

FAX AUDIT NO. H95-7245

SMITH PEYSER, P.A.
Miami Children's Hospital Pathology Department
3100 S.W. 82nd Avenue
Miami, Florida 33155

June 27, 1995

FILED
95 JUN 29 PM 3:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

Re: Miami Children's Hospital Pathologists, P.A.

Ladies and Gentlemen:

The undersigned Florida corporation, formerly known as Miami Children's Hospital Pathologists, P.A., does hereby assign all its right, title and interest in and to the use of the form of legal entity name "Miami Children's Hospital Pathologists, P.A." to Stanley B. Smith, M.D., Juan Peyser, M.D. and Steven Melnick, M.D.

Very truly yours,

SMITH PEYSER, P.A.
a Florida corporation

By: Stanley B. Smith, M.D.
Name: Stanley B. Smith
Title: President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H95-7245

Pat Audit No. _____

**ARTICLES OF INCORPORATION
OF
MIAMI CHILDREN'S HOSPITAL PATHOLOGISTS, P.A.**

The undersigned, desiring to form a professional association in compliance with Section 621, Florida Statutes, hereby states as follows:

ARTICLE I - NAME

The name of this corporation is MIAMI CHILDREN'S HOSPITAL PATHOLOGISTS, P.A.

ARTICLE II - PRINCIPAL OFFICE

The mailing address of this corporation is Miami Children's Hospital, Pathology Department, 3100 S.W. 62nd Avenue, Miami, Florida 33155.

ARTICLE III - PURPOSE

This corporation is organized for the purposes of (i) engaging in every phase and aspect of rendering pathology medicine and other related fields which persons licensed to practice same are authorized to render, and (ii) doing everything necessary or appropriate and proper for the accomplishment of this corporation's business, either alone or in association with other persons, firms or entities. The foregoing shall not be deemed to limit or restrict in any manner the general powers of this corporation and the enjoyment and exercise thereof as conferred by the laws of the State of Florida upon corporations organized to provide medical services under the provisions of Chapter 621, Florida Statutes (as it now exists or is hereafter amended), including, without limitation, the power to invest funds of this corporation in real estate, mortgages, stocks, bonds or any other type of investment, and the power to own real and personal property necessary for the rendering of its medical services.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which this corporation shall have authority to issue is One Thousand (1000) shares of common stock, all of which are to have a par value of One Dollar (\$1.00).

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

Miami Children's Hospital
Pathology Department
3100 S.W. 62nd Avenue
Miami, Florida 33155

and the name and address of the initial registered agent of this corporation is:

This instrument prepared by:
Saul B. Rosenthal, Esquire
Florida Bar No. 981427
RUBIN BAUM LEVIN CONSTANT FRIEDMAN & BILZIN
2500 First Union Financial Center
P.O. Box 019109
Miami, Florida 33101-9109
Telephone: 305-374-7580

Fax Andlt No. H95-7245NameAddress

Stanley B. Smith, M.D.

Miami Children's Hospital
Pathology Department
3100 S.W. 62nd Avenue
Miami, Florida 33155.**ARTICLE VI - COMMENCEMENT**

This corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The initial Board of Directors of this corporation shall be comprised of three (3) persons. The number of directors may be either increased or decreased from time to time as provided for in the By-laws of the corporation, but shall never be less than one. The names and addresses of the initial directors of this corporation are:

NameAddress

Stanley B. Smith, M.D.

Miami Children's Hospital
Pathology Department
3100 S.W. 62nd Avenue
Miami, Florida 33155

Juan Peyser, M.D.

Miami Children's Hospital
Pathology Department
3100 S.W. 62nd Avenue
Miami, Florida 33155

Steven Melnick, M.D.

Miami Children's Hospital
Pathology Department
3100 S.W. 62nd Avenue
Miami, Florida 33155.**ARTICLE VIII - INCORPORATOR**

The name and address of the person signing these Articles of Incorporation as incorporator is:

NameAddress

Stanley B. Smith, M.D.

Miami Children's Hospital
Pathology Department
3100 S.W. 62nd Avenue
Miami, Florida 33155.**ARTICLE IX - BY-LAWS**

The power to alter, amend or repeal the By-laws of this corporation shall be vested in each of the Board of Directors and the shareholders of this corporation. The shareholders of this corporation may amend

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or adopt a by-law that fixes a greater quorum or voting requirement for shareholders (or voting groups of shareholders) than is required by law.

ARTICLE X -- INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, of this corporation to the fullest extent permitted by law.

ARTICLE XI -- AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of incorporation as incorporator thereof and in acceptance of his appointment as registered agent therein this 27th day of June, 1995.

Stanley B. Smith, M.D.
Stanley B. Smith, M.D., Incorporator and Registered Agent

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

THE FOREGOING INSTRUMENT was acknowledged before me this 27 day of June, 1995 by STANLEY B. SMITH, who [CHECK APPROPRIATE BLANK] is personally known to me or _____ has produced [INSERT TYPE OF IDENTIFICATION PRODUCED, IF APPLICABLE] n/a as identification and did not take an oath.

My Commission Expires:

[NOTARIAL SEAL]



Carole A. Grimm
Print Name: Carole A. Grimm
NOTARY PUBLIC, State of Florida
Serial No., if any: CC 193161

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95 JUN 29 PM 3:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA