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*Law Offices of*  
**VAL L. OSINSKI**  
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**PLEASE NOTE NEW ADDRESS:**  
9836 West Sample Road  
Coral Springs, Florida 33065

REF OUR FILE \_\_\_\_\_

Val L. Osinski

MEMBER OF THE FLORIDA BAR, FAMILY LAW SECTION, 1985/86  
SPECIAL TASK FORCE ON FAMILY LIT. AND BAR/BENCH COMMITTEE

June 29, 1995

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

Re: RAMON RAMIREZ, P.A.

Dear Sirs:

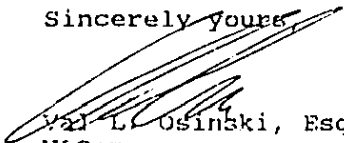
Enclosed please find an original and one (1) copy of the Articles of Incorporation and Certificate Naming Registered Agent in regard to the above-captioned corporation.

Our check in the amount of \$122.50, representing the filing fee and fee for certified copy of said corporation is also enclosed.

Thank you for your assistance in this matter.

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\*\*\*\*122.50 \*\*\*\*122.50

Sincerely yours

  
Val L. Osinski, Esq.  
VLO:mem

Enclosures

B. REGISTER JUL 12 1995

FILED  
95 JUL -5 AM 7:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**RAMON RAMIREZ, P.A.**

**FILED**  
95 JUL -5 AM 7:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned natural person, who is licensed or otherwise legally authorized to practice the profession of Medicine in the State of Florida, hereby associates himself with the intention of forming a professional corporation in accordance with the Florida Professional Service Corporation Act, and hereby adopts the following articles of incorporation for such corporation:

**ARTICLE I. NAME**

The name of the corporation is RAMON RAMIREZ, P.A.

**ARTICLE II. DURATION**

The period of the corporation's duration shall be perpetual or until dissolved on a vote of the shareholders as hereafter provided.

**ARTICLE III. PURPOSE**

The purposes for which this corporation is formed are:

a) To practice the profession of Medicine and to engage in the practice of Medicine as a professional corporation and to own and operate a medical office for the purposes of providing medical care and treatment.

b) To do everything necessary, proper, or convenient for the accomplishment of any of the purposes set forth in these articles, and to do every other act incidental to the corporate purposes which is not forbidden by the laws of the State of Florida or by the provisions of these articles of incorporation.

**ARTICLE IV. CAPITAL STOCK**

The total number of shares of capital stock which the corporation shall be authorized to issue is 1000 shares. Such shares shall be of a single class of common stock, and shall have a par value of One Dollar (\$1.00) per share.

**ARTICLE V. CAPITALIZATION**

The amount of capital with which the corporation will begin to practice the profession of Medicine is not less than \$1,000.00.

**ARTICLE VI. PRINCIPAL OFFICE**

The address of the corporation's principal office is 7421 North University Drive, Suite 309, Tamarac, Florida 33321, City of Tamarac, County of Broward, State of Florida [33321]. The name of the initial registered agent of the corporation is Val L. Oainski, Esq.

**ARTICLE VII. CORPORATE POWERS**

The corporation shall have all the rights and powers now or hereafter conferred on professional corporations by the laws of the State of Florida, including, but not limited to, the following: Practice of Medicine.

**ARTICLE VIII. SUBSCRIBERS**

The name and address of each person signing these articles of incorporation as a subscriber is:

<u>Name</u>	<u>Address</u>
Ramon Ramirez	4339 Northwest 73rd Way Coral Springs, Florida 33065

**ARTICLE IX. DIRECTORS**

The corporation is to be managed by a board of directors. The number of directors constituting the initial board of directors is one (1), and the name and address of the initial director is:

<u>Name</u>	<u>Address</u>
Ramon Ramirez	4339 Northwest 73rd Way Coral Springs, Florida 33065

The initial director shall hold office until his successors are elected and qualified as provided in the Bylaws. Thereafter the term of office of each director shall be one (1) year and until the election and qualification of a successor. The number of directors set forth herein and constituting the initial board of directors shall be the authorized number of directors until such number is changed by a bylaw duly adopted by the shareholders.

**ARTICLE X. BYLAWS**

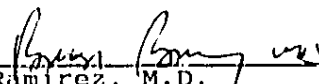
The initial director shall submit the proposed bylaws to the shareholders at a meeting to be held for that purpose not more than thirty (30) days following the issuance of the Certificate of Incorporation. Following the adoption of bylaws by the Shareholders

the internal affairs of the corporation are to be regulated and managed in accordance with such bylaws.

**ARTICLE XI. DISSOLUTION**

The corporation may be dissolved at any time (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least two-thirds of the outstanding shares of the corporation entitled to vote thereon. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

In witness hereof, I, the undersigned incorporator of this corporation, have executed these articles of incorporation at Coral Springs, Broward County, Florida, on June 28, 1995.

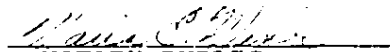
  
\_\_\_\_\_  
Ramon Ramirez, M.D.

State of Florida

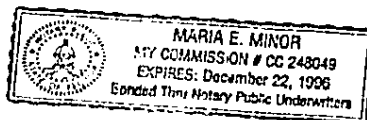
County of Broward

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, RAMON RAMIREZ, M.D., who produced a driver's license as identification, or is personally known to me and who executed the foregoing and acknowledged that same was executed freely and voluntarily for the purpose therein expressed.

WITNESS my hand and seal at the County and State aforesaid this 28 day of June, 1995.

  
\_\_\_\_\_  
NOTARY PUBLIC  
MARIA E. MINOR  
Notary (Print)

My Commission Expires:



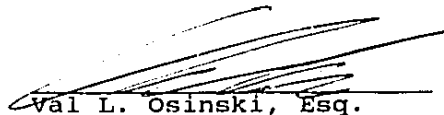
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING  
REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED  
AND ACCEPTANCE OF REGISTERED AGENT**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act.

First, that RAMON RAMIREZ, P.A., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, in the City of Tamarac, Broward County, Florida, has named VAL L. OSINSKI, ESQ., located at 9836 West Sample Road, Coral Springs, Florida 33065, as its agent to accept service of process within this State.

**ACCEPTANCE BY REGISTERED AGENT**

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

  
Val L. Osinski, Esq.

**FILED**  
95 JUL -5 AM 7:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA