

SENT 11/14/95 11:54 AM FAX DIV OF CORPORATIONS: # 1 / 7

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 PUBLIC ACCESS SYSTEM  
 ((H95000008957)) ELECTRONIC FILING COVER SHEET  
 TO: DIVISION OF CORPORATIONS FROM: GEIGER, KASDIN, HELLER & KUPERSTEIN,  
 DEPARTMENT OF STATE 1428 BRICKELL AVE  
 STATE OF FLORIDA 6TH FLOOR  
 409 EAST GAINES STREET MIAMI FL 33131- 9-0000  
 TALLAHASSEE, FL 32399 CONTACT: BEVERLY O RIEDY  
 FAX: (904) 922-4000 PHONE: (305) 372-5000  
 FAX: (305) 372-0052  
 ((H95000008957)) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
 NAME: JUAN PEDRO AGUILAR, M.D., P.A.  
 FAX AUDIT NUMBER: H95000008957 CURRENT STATUS: REQUESTED  
 DATE REQUESTED: 08/14/1995 TIME REQUESTED: 17:54:24  
 CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0  
 NUMBER OF PAGES: 6 METHOD OF DELIVERY: FAX  
 ESTIMATED CHARGE: \$122.50 ACCOUNT NUMBER: 076030000723

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*Spec. Del. 11/14/95*  
*W-16402*  
*625 542*

*8/14*

SENT BY

8 15 95 13:51 GEIGER KASDIN HELLER DIV OF CORPORATIONS: # 1 / 3

GRIGER, KASDIN, HELLER, KUPERSTEIN, CHAMBER & WEIL, P.A.  
1428 BRICKELL AVENUE, 6TH FLOOR  
MIAMI, FLORIDA 33131  
(305) 372-5000  
(305) 372-0552 (Fax)

**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 EMPLOYEE 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: August 15, 1995

TO: Loria Poole FAX: 904-922-4000

FROM: Esther Hellwig

RE: Letter Number 095A0038123

CLIENT #: 13052.201

Number of Pages (including cover page): 3

Transmitted by: Esther

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

ADDITIONAL COMMENTS: Attached is the corrected Articles of Incorporation.

SENT BY:

8-15-95 : 13:34 :GEIGER KASDIN HELLER- DIV OF CORPORATIONS:# 3/ 3



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

August 15, 1995

GEIGER KASDIN HELLER & KUPERSTEIN

MIAMI, FL

SUBJECT: JUAN PEDRO AGUILAR, M.D., P.A.  
REF: W95000016402

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

The effective date is not acceptable since it is not within five working days of the date of receipt.

\*\*\*\*\*SEE ARTICLE IN\*\*\*\*\*

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

If you have any questions concerning the filing of your document, please call (904) 487-8934.

Loria Poole  
Corporate Specialist

FAX Acd. #: H9500008957  
Letter Number: 095A00038193

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

FLORIDA DEPARTMENT OF CORPORATIONS

55 AUG 15 PM 3:20

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SENT BY:

8-15-85 : 10:15 : GEIGER KASDIN HELLER • DIV OF CORPORATIONS: # 2 / 7

PA# H95-0957

**ARTICLES OF INCORPORATION OF  
JUAN PEDRO AGUILAR, M.D., P.A.**

The undersigned, subscriber to these Articles of Incorporation, 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 **JUAN PEDRO AGUILAR, M.D., 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 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 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  
Florida Bar Number: 0879185

PA# H95-8957

FA# H95-8957

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 unenumerating 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 in the State of Florida.

**ARTICLE IV  
INITIAL CAPITAL**

The amount of capital with which this Corporation shall commence business shall be not less than Five Hundred Dollars (\$500.00).

**ARTICLE V  
TERM OF EXISTENCE**

This Corporation shall commence its existence on August 15, 1995 and shall continue perpetually thereafter, unless sooner dissolved according to law.

FA# H95-8957

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8-15-85 : 10:15 :GEIGER KASDIN WELLS DIV OF CORPORATIONS:# 4/ 7

PA# H95-8957

**ARTICLE VI  
ADDRESS**

The initial post office address of the principal office of this Corporation in the State of Florida is 2281 S.W. 27th Avenue, Miami, Florida 33136. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

**ARTICLE VII  
DIRECTORS**

This Corporation shall have one (1) Director initially. 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.

**ARTICLE VIII  
INITIAL DIRECTORS AND REGISTERED AGENT**

The name and post office address of the member of the first Board of Directors is:

<b>NAME</b>	<b>ADDRESS</b>
JUAN P. AGUILAR, M.D.	2281 S.W. 27th Avenue Miami, Florida 33136

The name and street address of the initial Registered Agent is:

<b>NAME</b>	<b>ADDRESS</b>
JUAN P. AGUILAR, M.D.	2281 S.W. 27th Avenue Miami, Florida 33136

**ARTICLE IX  
SUBSCRIBERS**

The name and post office address of the subscriber to these Articles of Incorporation is:

PA# H95-8957

SENT BY:

8-15 05 : 10:10 (GEIGER KASDIN HELLER) DIV OF CORPORATIONS:# 5/ 7

FA# H95-8957

NAME	ADDRESS
JUAN P. AGUILAR, M.D.	2281 S.W. 27th Avenue Miami, Florida 33136

**ARTICLE X  
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 shares.

**ARTICLE XI  
CUMULATIVE VOTING FOR DIRECTORS**

At all elections of Directors of this Corporation, each Shareholder shall be entitled to as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting) he would be entitled to cast for the election of Directors with respect to his shares of stock multiplied by the number of Directors to be elected, and he may cast all such votes for a single Director, or may distribute them among the number to be voted for, or any two or more of them, as he may see fit.

**ARTICLE XII  
CONTRACTS**

No contract or other transaction between this Corporation and any other corporation shall be affected by the fact that any Director of this Corporation is interested in, or is a director or officer of such other corporation, or may be interested in, any contract or transaction of this Corporation or in which this Corporation is interested; and no contract, or other transaction of this Corporation with any person, firm, or corporation shall be affected by the fact that any Director of this Corporation is a party in any way connected with such person, firm, or corporation, and every person who may become a Director of this Corporation is hereby relieved from any liability that might otherwise exist from contracting with this Corporation for the benefit of himself or any firm, association, or corporation in which he may be in any way interested.

FA# H95-8957

FA# H95-8957

This Corporation shall have the power, at its option, to purchase and acquire any and all of its shares owned and held by any such Shareholder as he should desire to sell, transfer, or otherwise dispose of his shares, in accordance with the Bylaws adopted by the Shareholders of this Corporation setting forth the terms and conditions of such purchase; provided, however, the capital of this Corporation is not impaired.

This Corporation shall have the power, at its option, to purchase and acquire the shares owned and held by any Shareholder who dies, in accordance with the Bylaws adopted by the Shareholders of this Corporation setting forth the terms and conditions of such purchase; provided, however, the capital of this Corporation is not impaired.

This Corporation shall have the power to enter into, for the benefit of its employees, one or more of the following:

1. a pension plan;
2. a profit sharing plan, if such plan is not otherwise prohibited by the Code of Ethics of the profession;
3. a stock bonus plan;
4. a thrift and savings plan;
5. a restricted stock option plan; or
6. other retirement or incentive compensation plans.

**ARTICLE XIII  
AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Shareholders, and approved at a Shareholders' meeting by a majority of the stock entitled to vote thereon, unless all of the Directors and all of the Shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of Shareholders are subject to this reservation.

FA# H95-8957



SENT BY:

0 15 05 : 10:17 : GEIGER KASDIN HILLER • DIV OF CORPORATIONS: # 7 / 7

FA# H95- 0957

**ARTICLE XIV  
PREEMPTIVE RIGHTS**

Every Shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price which it is offered to others.

IN WITNESS WHEREOF, I, the subscriber, have executed these Articles of Incorporation this 15<sup>th</sup> day of August, 1995.

  
\_\_\_\_\_  
JUAN P. AGUILAR, M.D.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR JUAN PEDRO AGUILAR, M.D., 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.

  
\_\_\_\_\_  
JUAN P. AGUILAR, M.D.  
Registered Agent

FILED  
95 AUG 15 PM 4: 14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FA# H95- 8957