

LEHTINEN O'DONNELL
ATTORNEYS AT LAW
A PROFESSIONAL ASSOCIATION
VARGAS & REINER

P96000002378

December 29, 1995

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32301

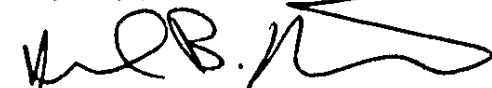
RE: Darplnt, P.A.

Dear Sir or Madam:

Enclosed please find an original and one fully executed copy of the Articles of Incorporation for the above referenced corporation, together with our check in the amount of \$122.50 to cover your fees. Please return a certified copy of the Articles of Incorporation to the undersigned in the enclosed, self-addressed, stamped envelope.

Thank you for your courtesy and cooperation, and should you have any questions, please do not hesitate to contact the undersigned.

Very truly yours,



SAMUEL B. REINER, II

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**ARTICLES OF INCORPORATION
OF
DARPINI, P.A.**

FILED
98 JAN -6 AM 10:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned for the purpose of forming a corporation under the Florida Professional Service Corporation and Limited Liability Company Act, adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation is **DARPINI, P.A.** and its address is 7025 S.W. 100th Court, Miami, Florida 33173.

ARTICLE II

Duration

The duration of the corporation shall be perpetual.

ARTICLE III

Purposes

The general purposes for which the corporation is organized is to engage in every aspect of the practice of medicine. The professional services involved in the corporation's practice of medicine may be rendered only through its officers, agents and employees who are authorized and licensed to practice medicine in the State of Florida.

ARTICLE IV

Authorized Shares

The aggregate number of shares which the corporation is authorized to issue is 1,000. Such shares shall be of a single class, and shall have a \$1.00 par value.

ARTICLE V

Registered Office and Agent

The street address of the initial registered office of the corporation is 7025 S.W. 100th Court, Miami, Florida 33173 and the name of its initial registered agent at such address is William A. Darpini, M.D.

ARTICLE VI

Directors

The number of directors constituting the board of directors of the corporation shall be determined in accordance with the By-Laws, but shall not be less than one. The number of directors constituting the initial board of directors are one (1). The name and address of the person who is to serve as the initial board of directors is:

WILLIAM A. DARPINI
7025 S.W. 100th Court
Miami, Florida 33173

ARTICLE VII

Officers

The officers constituting the officers of the corporation shall be determined in accordance with the By-Laws, but shall not be less than a president and a secretary. The officers are:

WILLIAM A. DARPINI - President & Secretary

ARTICLE VIII

Incorporator

The name and address of the Incorporator is:

**WILLIAM A. DARPINI
7025 S.W. 100th Court
Miami, Florida 33173**

ARTICLE IX

Shareholders

A. The stock of the corporation may be issued, owned and registered only in the name or names of an individual or individuals who are duly authorized and licensed to practice medicine in the State of Florida. In the event that a shareholder:

- (i) becomes disqualified to practice medicine in this State; or
- (ii) sells, transfers, hypothecates or pledges, or attempts to sell, transfer, hypothecate or pledge any shares of stock in this corporation to any

person ineligible by law or by virtue of these Articles to be a shareholder in this corporation, or if such sale, transfer, hypothecation or pledge, attempt to sell, transfer, hypothecate or pledge is made in a manner prohibited by law, or in a manner inconsistent with the provisions of these Articles or the By-laws of this corporation; or

(iii) suffers an execution to be levied upon his stock, or such stock is subjected to sale or other process, the effect of which is to vest any legal or equitable interest in such stock in some person ineligible by law or by virtue of these Articles to be a shareholder in this corporation;

then the stock of such shareholder shall immediately stand forfeited and such stock shall be immediately cancelled by this corporation and the shareholder or other person in possession of such stock shall be entitled only to receive payments for the value of such stock which, in the absence of a By-law provision or written agreement between the corporation and its shareholders, or written agreement among its shareholders, shall be the book value thereof as of the last day of the month preceding the month in which any of the events above enumerated occurs. The shareholders whose stock so becomes forfeited and cancelled by the corporation shall forthwith cease to be a shareholder and shall accept payment for his stock in accordance with the foregoing, and after payment of any other sums then lawfully due and owing to said shareholder by the corporation, such shareholder shall then and thereafter have no further financial interest of any kind in the corporation.

B. No shareholder of this corporation may sell or transfer any of his or her shares of stock in this corporation except to another individual who is then duly authorized and licensed to practice medicine in the State of Florida. No shareholder of this corporation may enter into a voting trust agreement or any other type of agreement vesting another person with the authority to exercise the voting power of any and all of his stock.


C. The corporation's board of directors is specifically authorized from time to time to adopt By-laws, not inconsistent herewith, restraining the alienation of shares of stock of this corporation and providing for the purchase or redemption by the corporation of its shares of stock.

ARTICLE X

Indemnification

The corporation shall indemnify each director, officer and shareholder of the corporation against any and all liability and expenses incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer, director or shareholder of the corporation to the full extent permitted by the laws of the State of Florida.

Executed by the undersigned on the ~~21~~ day of ~~December~~, 1995.



WILLIAM A. DARPINI
Incorporator

STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 29th day of December 1998,
by WILLIAM A. DARPINI who is personally known to me or who has produced _____
_____ as identification and who did take an oath.

My commission expires:

OFFICIAL NOTARY SEAL
SAMUEL H. REINER
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. 00328662
EXPIRATION DATE NOV. 8, 1997

[Signature]
Notary Public
Samuel B. Reimer
Printed Name

A. Knowledge of Appointment by Registered Agent

Having been named the registered agent for the above corporation at the place designated in the foregoing Articles of Incorporation, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.


WILLIAM A. DARPINI
Registered Agent