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FROM: EMPIRE CORPORATE KIT COMPANY
402 W. WEAVER ST
SUITE 200
MIAMI FL 33135
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CONTACT: RAY STORMONT
PHONE: (305) 541-3894
FAX: (305) 541-3770

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: 57 SOUTH BROWARD PEDIATRIC IPA, INC.

FAX AUDIT NUMBER: H96000001930

CURRENT STATUS: REQUESTED

DATE REQUESTED: 02/08/1996

TIME REQUESTED: 16:16:47

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

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95 FEB -9 AM 8:05

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ARTICLES OF INCORPORATION

OF

SOUTH BROWARD PEDIATRIC IPA, INC.

FILED
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The undersigned incorporator, for purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

- FIRST:** The name of the corporation is South Broward Pediatric IPA, Inc. (the "Corporation").
- SECOND:** The street address of the initial principal office is unknown, however, the mailing address of the Corporation is c/o Broad and Cassel, 201 S. Biscayne Boulevard, Suite 3000, Miami, Florida 33131.
- THIRD:** The Corporation is authorized to issue 1,000 shares of common stock, par value \$.01 per share.
- FOURTH:** The street address of the initial registered office of the Corporation is: Miami Center, 201 South Biscayne Boulevard, Suite 3000, Miami, Florida 33131 and the registered agent at that address is: B & C Corporate Services, Inc.
- FIFTH:** The name and address of the incorporator of the Corporation is: Mike Segal, Broad and Cassel, Miami Center, 201 South Biscayne Boulevard, Suite 3000, Miami, Florida 33131.
- SIXTH:** The Corporation is organized for the purpose of transacting in any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.
- SEVENTH:** The Corporation shall have one director initially and the number of directors may be increased or diminished from time to time as provided in the Bylaws but shall never be less than one. The name of the initial director of the Corporation is: Philip A. Levin, M.D.
- EIGHTH:** The Corporation shall indemnify its officers and directors, and its former officers and directors to the fullest extent permitted by law.
- NINTH:** The corporate existence of the Corporation shall commence upon the filing of these Articles of Incorporation and the Corporation shall have perpetual existence.

(305) 373.9400

Mike Segal, P.A.
Florida Bar #0124779
Broad and Cassel
201 S. Biscayne Boulevard, Suite 3000
Miami, Florida 33131

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IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 6th day of February, 1996.



Mike Segal, Incorporator

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ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT

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I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.

B & C CORPORATE SERVICES, INC.

By: Allison A. Lichter
Allison A. Lichter, Vice President

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96 FEB -9 PM 1:00
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TALLAHASSEE, FLORIDA

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8/27/96 FLORIDA DIVISION OF CORPORATIONS 11:10 AM
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DEPARTMENT OF STATE 1492 W FLAGLER ST
STATE OF FLORIDA SUITE 200
409 EAST GAINES STREET MIAMI FL 33136-
TALLAHASSEE, FL 32399 CONTACT: RAY STORMONT
FAX: (904) 922-4000 PHONE: (305) 541-3094
FAX: (305) 541-3770
(((H96000011959))) DOCUMENT TYPE: BASIC AMENDMENT
NAME: SOUTH BROWARD PEDIATRIC IPA, INC.
FAX AUDIT NUMBER: H96000011959 CURRENT STATUS: REQUESTED
DATE REQUESTED: 08/27/1996 TIME REQUESTED: 11:49:02
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
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*Original - Mue,
Linda*

FLORIDA DIVISION OF CORPORATIONS
96 AUG 27 PM 1:00

(2)

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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION
OF

SOUTH BROWARD PEDIATRIC IPA, INC.

± P96000012680

THE UNDERSIGNED, being the sole Director of South Broward Pediatric IPA, Inc., a corporation organized and existing under and by virtue of the Florida Business Corporation Act (the "Corporation"), does hereby certify:

- (a) The name of the Corporation is South Broward Pediatric IPA, Inc.
- (b) The following provision of the Articles of Incorporation of the Corporation be and they hereby is amended in the following particulars:

Article Third be and it hereby is amended to read as follows:

The Corporation is authorized to issue 1,000 shares of common stock, par value \$.01 per share (the "Common Stock"). An aggregate of 500 shares of the authorized but unissued shares of Common Stock is hereby designated as "Class A Common Stock," and an aggregate of 500 shares of the authorized but unissued shares of Common Stock is hereby designated as "Class B Common Stock," with such voting and other rights as are set forth on the attached Statement of Designation of Class A and Class B Common Stock.

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(c) The foregoing amendment was adopted by the sole Director of the Corporation by written consent dated August 23, 1996 prior to the issuance of any shares of common stock.

(d) Since no shares of common stock have been issued as of the date hereof, shareholder consent was not required in connection with this action.

IN WITNESS WHEREOF, the undersigned Director of the Corporation has executed these Articles of Amendment this 23rd day of August, 1996.


Philip A. Levin, M.D., Director

Dawn Bowling, Esq.
201 S. Biscayne Blvd. # 3000
Miami, FL 33131
(305) 373-9400
FBN. 0938734

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**STATEMENT OF DESIGNATION
OF THE
CLASS A AND CLASS B COMMON STOCK
OF
SOUTH BROWARD PEDIATRIC IPA, INC.**

1. **Designation.** An aggregate of 500 shares of the authorized but unissued shares of common stock, \$.01 par value (the "Common Stock") of South Broward Pediatric IPA, Inc., a Florida corporation (the "Company"), is hereby designated as "Class A Common Stock," and an aggregate of 500 shares of the authorized but unissued shares of Common Stock of the Company is hereby designated as "Class B Common Stock."

2. **Eligibility to Acquire Shares.** Class A Common Stock may be acquired only by physicians who, or entities whose physicians, practice primarily in the specialty of pediatric medicine. Shares of Class B Common Stock may be acquired by physicians who, or entities whose physicians, practice primarily in one or more pediatric subspecialties.

3. **Dividends.** Holders of shares of Class A Common Stock and Class B Common Stock shall not be entitled to receive cash dividends.

4. **Voting Rights.** Each share of Class A Common Stock and of Class B Common Stock will have one vote per share, except with respect to the election of directors, in which case holders of such shares shall be entitled to one vote per share voted by Class, as follows: The holders of shares of Class A Common Stock shall be entitled to elect, as a Class, four directors to the Board of Directors, and the holders of shares of Class B Common Stock shall be entitled, to elect, as a Class, one person to the Board of Directors. The Board shall be divided into four classes, with the directors elected by the holders of shares of Class A Common Stock designated as Class I (one director), Class II (one director) and Class III (two directors), and the director elected by the holders of shares of Class B Common Stock designated as the Class IV director. The initial term of office for each director in Classes I and IV shall expire upon the fourth annual meeting of shareholders, that of Class II shall expire upon the fifth annual meeting of shareholders, and that of Class III shall expire upon the sixth annual meeting of shareholders. After the initial terms, all directors shall serve three year terms. In all cases as to each director, such director shall serve until his successor shall be elected and shall qualify, or until his earlier resignation, removal from office, death or incapacity. Subject to the foregoing, at each annual meeting of shareholders, the number of directors of the Class whose term expires at the time of the meeting (or, if less, the number of directors properly nominated and qualified for election) shall be elected. Vacancies shall be filled by holders of shares of Class A Common Stock, in the case of a Class I, II or III director, or by holders of shares of Class B Common Stock, in the case of a Class IV director, at a meeting of such Class of shareholders called for such purpose. Subject to the foregoing, directors shall be elected by a plurality of votes cast at an election by the holders of the Class of shares entitled to elect such director(s).

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5. Rights Upon Sale or Liquidation. Upon any consolidation or merger of the Company with another corporation, sale or transfer of all or substantially all of the Company's assets or stock for cash or securities, or liquidation, dissolution or winding up of the Company, whether voluntary or involuntary, the holders of shares of Class A Common Stock and Class B Common Stock are entitled to receive out of funds or assets of the Company available for distribution to shareholders pro rata distributions in an amount up to the original purchase price for the shares of Class A and Class B Common Stock, plus any additional capital contributions made by the shareholders. Any remaining amounts will be distributed in a manner determined by the Board of Directors based on criteria unrelated to shareholdings, including, but not limited to, quality, utilization and services provided under each physician's agreement with the Company for the provision of professional medical services.

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