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P9600012971

ACCOUNT # 072100000032

REFERENCE # 837499 4321942

AUTHORIZATION #

COST LIMIT # \$ PREPAID

ORDER DATE # February 8, 1996

ORDER TIME # 10:07 AM

ORDER NO. # 837499

CUSTOMER NO: 4321942

CUSTOMER: Peggy Marinelli, Legal Asst
COHEN BERKE BERNSTEIN BRODIE
KONDELL & LASZLO, P.A.
19th Floor
2601 South Bayshore Drive
Miami, FL 33133

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-02/08/96--01055--020
****122.50 ****122.50

DOMESTIC FILING

NAME: OTHON WILTZ, M.D., P.A.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: VICKI PEREZ

EXAMINER'S INITIALS:

RECEIVED
96 FEB -8 PM 12:16 96 FEB -8 AM 7:47
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

T. BROWN FEB 12 1996



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

February 9, 1996

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: OTHON WILTZ, M.D., P.A.
Ref. Number: W96000002988

*This was submitted on
the 8th
needs the 8th
file date*

We have received your document for OTHON WILTZ, M.D., P.A. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Professional Corporations are filed under the Professional Service Corporation Act and not the Florida Business Corporation Act. Please correct the Articles.

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) 487-6932.

Teresa Brown
Corporate Specialist

Letter Number: 096A00005751

RECEIVED
96 FEB -9 PM 3:25
DIVISION OF CORPORATIONS

**ARTICLES OF INCORPORATION
OF
OTHON WILTZ, M.D., P.A.**

FILED
96 FEB -8 AM 7:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of OTHON WILTZ, M.D., P.A., under the Florida Professional Service Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I

NAME

The name of this corporation is: OTHON WILTZ, M.D., P.A.

ARTICLE II

DURATION

The duration of this corporation will be perpetual.

ARTICLE III

PURPOSE

The purpose for which this corporation is organized is to engage in the business of rendering professional medical services.

ARTICLE IV

PRINCIPAL OFFICE

The principal office of this corporation shall be:

7400 S. W. 81st Avenue
Miami, FL.

ARTICLE V

AUTHORIZED SHARES

The maximum number of shares that this corporation is authorized to issue is Ten Thousand (10,000) shares of Common Stock at \$.01 par value per share.

ARTICLE VI

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation is 2601 South Bayshore Drive, 19th Fl., Miami, Florida 33133, and the name of this corporation's initial registered agent at that address is COBER Corporate Agents, Inc.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This corporation shall initially have one (1) director. The number of directors may be increased or decreased from time to time, as provided in the Bylaws. The names and addresses of the director is:

<u>Name</u>	<u>Address</u>
Othon Wiltz, M.D.	7400 S.W. 81st Avenue Miami, Fl.

ARTICLE VIII

INCORPORATOR

The name and street address of the Incorporator is:

<u>Name</u>	<u>Address</u>
Miguel A. Maspons	c/o Cohen, Berke, Bernstein, Brodie Kondell & Laszlo, P.A. 2601 So. Bayshore Dr., 19th Fl. Miami, Fl. 33133

ARTICLE IX

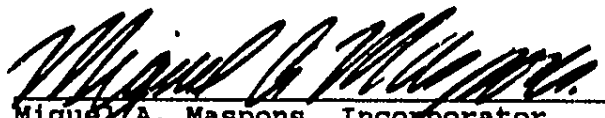
INDEMNIFICATION

To the extent permitted by law, this corporation shall indemnify any person who was or is a party to any proceeding by reason of the fact that he/she is or was a director, officer, employee or agent of this corporation or is or was serving at the request of this corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against liability incurred in connection with such proceeding, including any appeal thereof, if he/she acted in good

faith and in a manner he/she reasonably believed to be in, or not opposed to, the best interests of this corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. This corporation shall reimburse each person for all costs and expenses, including attorneys' fees, reasonably incurred by him/her in connection with any such liability in the manner provided for by law or in accordance with this corporation's Bylaws.

The rights accruing to any person under the foregoing provision shall not exclude any other right to which he/she may be rightfully entitled, nor shall anything therein contain or restrict the right of this corporation to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 7th day of February, 1996.


Miguel A. Maspons, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Having been designated as registered agent for Othon Wilts, M.D., P.A. in the foregoing Articles of Incorporation, I, on behalf of COBER Corporate Agents, Inc., a Florida corporation, hereby agree to accept service of process for said corporation and to comply with all statutes relative to the complete and proper performance of the duties of a registered agent. I am familiar with and accept the obligations of that position.

COBER CORPORATE AGENTS, INC.

By: _____


Richard M. Bernstein,
Secretary

FILED
96 FEB -8 AM 7:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA