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GARY R. SASLAW, P.A.

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GARY R. SASLAW  
OF COUNSEL  
WILLIAM J. BEGAL

(305) 682-0800  
FAX (305) 682-1800

February 13, 1996

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

Re: Tojar, Fornell & Jardines, M.D., P.A.

To Whom This May Concern:

100001715521  
-02/15/96--01039--018  
\*\*\*\*122.50 \*\*\*\*122.50

Please find enclosed 2 executed copies of the Articles of Incorporation of Tojar, Fornell & Jardines, M.D., P.A. I have also enclosed a check in the amount of \$122.50 to cover the following:

Filing Articles of Incorporation . . . . .	\$ 35.00
Designation of Registered Agent . . . . .	35.00
Certified Copy Fee . . . . .	<u>52.50</u>

TOTAL . . . . . \$122.50

Please return a certified copy of the Articles of Incorporation in the envelope provided for your convenience. If you have any questions, please immediately contact the undersigned.

Sincerely,

GARY R. SASLAW, P.A.

Gary Saslaw

wak:gs  
Enclosures

Copy to: Dr. Manuel Tojar

TORB1300

FILED  
FEB 15 PM 2:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**TOJAR, FORNELL & JARDINES, M.D., P.A.**

**FILED**

**96 FEB 15 PM 2:40**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

The undersigned, the subscribers to these Articles of Incorporation, all of whom are physicians, duly licensed to render services as such under the laws of the State of Florida, hereby enter into and execute these Articles of Incorporation for the purpose of forming a professional corporation under the Professional Service Corporation Act, Chapter 621 of the Florida Statutes.

**ARTICLE I**

**Name of Corporation**

The name of the corporation shall be TOJAR, FORNELL & JARDINES, M.D., P.A.

**ARTICLE II**

**Principal Office**

The principal place of business and mailing address of the corporation shall be 8090 S.W. 81st Drive, Miami, Florida 33143.

**ARTICLE III**

**Purpose**

The purpose for which the corporation is organized is to engage in every phase and aspect of the business of rendering the same professional services to the public that physicians, duly licensed under the laws of the State of Florida, are authorized to render, and 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 such profession. It is hereby expressly provided that the foregoing enumeration of a specific purpose shall not be held to limit or restrict in any manner the purpose of this corporation otherwise permitted by law.

#### ARTICLE IV

##### Capital Stock

The authorized capital stock, the par value thereof, and the class of such stock shall be as follows:

<u>NUMBER OF SHARES</u> <u>AUTHORIZED</u>	<u>PAR VALUE</u> <u>PER SHARE</u>	<u>CLASS OF</u> <u>STOCK</u>
7,500	\$1.00	Voting Common

#### ARTICLE V

##### 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 at which it is offered to others.

#### ARTICLE VI

##### Principal Office and Resident Agent

The street address of the initial registered office of this corporation is 8090 S.W. 81st Drive, Miami, Florida 33143, and the name of the initial registered agent of this Corporation at that address is Manuel M. Tojar, M.D.

#### ARTICLE VII

##### Directors

The names and addresses of the initial directors of this Corporation are:

Manuel M. Tojar, M.D.	8090 S.W. 81st Drive Miami, Florida 33143
Sergio Fornell, M.D.	8090 S.W. 81st Drive Miami, Florida 33143
Maria C. Jardines, M.D.	8090 S.W. 81st Drive Miami, Florida 33143

The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one.

## **ARTICLE VIII**

### **Incorporators**

The name and post office address of each incorporator of these Articles of Incorporation, all of whom are physicians, duly licensed under the laws of the State of Florida to render such services as such, is:

Manuel M. Tojar, M.D.      8090 S.W. 81st Drive  
Miami, Florida 33143

Sergio Fornell, M.D.      8090 S.W. 81st Drive  
Miami, Florida 33143

Maria C. Jardines, M.D.      8090 S.W. 81st Drive  
Miami, Florida 33143

## **ARTICLE IX**

### **By-Laws**

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

## **ARTICLE X**

### **Indemnification**

The Corporation shall indemnify, or advance expense to, to the fullest extent authorized or permitted by the Florida General Corporation Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he (i) is or was a director of the Corporation; (ii) is or was serving at the request of the Corporation as a director of another corporation; (iii) is or was an officer of the Corporation, provided that he is or was at the time a director of the Corporation; or (iv) is or was serving at the request of the Corporation as an officer of another corporation, provided that he is or was at the time a director of the Corporation; and further provided that, in all cases, such person acted in good faith and in a manner in which he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation. The foregoing is subject to and shall not limited any rights granted to the Corporation by the Florida General Corporation Act.

**ARTICLE XI**

**Amendment**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporators/Subscriber have executed these Articles of Incorporation this 12 day of February, 1996.

*Manuel M. Tojar*

MANUEL M. TOJAR, M.D.  
Incorporator/Subscriber

*Sergio Forwell*

SERGIO FORWELL, M.D.  
Incorporator/Subscriber

*Maria C. Jardines*

MARIA C. JARDINES, M.D.  
Incorporator/Subscriber

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Dated: February 12, 1996

*Manuel M. Tojar*

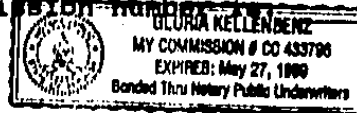
Manuel M. Tojar, M.D.,  
Registered Agent

STATE OF FLORIDA )  
COUNTY OF DADE )

The foregoing Articles of Incorporation were acknowledged before me this 12th day of February, 1996, by Manuel M. Tojar, M.D. as Incorporator/Subscriber and as Registered Agent. Manuel M. Tojar, M.D. is personally known to me or has produced a Florida Driver's License as identification.

WITNESS my hand and official seal in the State and County last aforesaid, this 12th day of February, 1996.

Gloria Kellenbenz  
Notary Public  
State of Florida  
My commission expires:  
My commission number is:

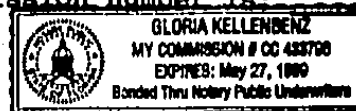


STATE OF FLORIDA )  
COUNTY OF DADE )

The foregoing Articles of Incorporation were acknowledged before me this 12th day of February, 1996, by Sergio Fornell, M.D. as Incorporator/Subscriber. Sergio Fornell, M.D. is personally known to me or has produced a Florida Driver's License as identification.

WITNESS my hand and official seal in the State and County last aforesaid, this 12th day of February, 1996.

Gloria Kellenbenz  
Notary Public  
State of Florida  
My commission expires:  
My commission number is:



STATE OF FLORIDA )  
 )  
COUNTY OF DADE )

The foregoing Articles of Incorporation were acknowledged before me this 12th day of February, 1996, by Maria C. Jardines, M.D. as Incorporator/Subscriber. Maria C. Jardines, M.D. is personally known to me or has produced a Florida Driver's License as identification.

WITNESS my hand and official seal in the State and County last aforesaid, this 12th day of February, 1996.

Gloria Kellenbenz  
Notary Public  
State of Florida  
My commission expires: \_\_\_\_\_  
My commission number is: \_\_\_\_\_

