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LAW OFFICES OF  
**JOEL R. LAVENDER & ASSOCIATES, P.A.**

507 Southeast 11th Court  
Fort Lauderdale, Florida 33316-1149

Tel: (305) 522-5101  
Fax: (305) 523-1221

1 March, 1996

Corporate Records Bureau  
Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32301

100001731271  
-03/04/96--01105--006  
\*\*\*\*122.50 \*\*\*\*122.50

Re: **Articles of Incorporation**

Gentlemen:

Enclosed herewith, in duplicate, please find Articles of Incorporation for the following new corporation:

West Broward Outpatient Endoscopy Center, P.A.

Also enclosed is my check in the amount of \$122.50 for filing the Articles of Incorporation and a certified copy to be returned to the undersigned at the above-referenced address.

If you have any questions, please do not hesitate to contact me.

Very truly yours,

  
JOEL R. LAVENDER

JRL:vab  
Enc.

*Will Carol, Secretary of  
Joel Lavender  
Corporation P.A. is att. XV*

SN MAR - 6 1996

RECEIVED  
TALLAHASSEE, FLORIDA

MAR - 4 AM 10:09

FILED

ARTICLES OF INCORPORATION  
OF  
WEST BROWARD OUTPATIENT ENDOSCOPY CENTER, P.A.

FILED  
MAR - 6 AM 10:09  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Professional Service Corporation, being a natural person competent to contract, and admitted to practice as a medical physician under the laws of the State of Florida, desires to establish a Professional Service Corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation is: **WEST BROWARD OUTPATIENT ENDOSCOPY CENTER, P.A.**

ARTICLE II

NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation is: the practice of medicine by graduate physicians licensed to practice in the State of Florida, the furnishing of related clinical services and the lease or purchase of such real and personal property as is necessary for the rendering of this practice.

The investment of funds in real estate, mortgages, stocks, bonds, or any other type of investments.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

To purchase the corporate assets of, merge, or consolidate with any other domestic corporation engaged in the same character of business.

The redemption, purchase, retention, sale and transfer of its own capital stock.

The creation of employee benefit plans and trusts incidental

thereto.

ARTICLE III  
CAPITAL STOCK

The capital stock of this corporation shall be five hundred (500) shares of One Dollar (\$1.00) par value common stock. Said stock shall be issued pursuant to a plan under Section 1244 of the Internal Revenue Code of 1986, as amended.

All of said stock shall be payable in cash, or property, other than stock or securities, in lieu of cash, at a just valuation to be determined by the Board of Directors of this corporation.

ARTICLE IV  
INITIAL CAPITAL

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

ARTICLE V  
TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VI  
ADDRESS

The initial post office address of the principal office of this corporation in the State of Florida is 140 S.W. 84th Avenue, Plantation, FL 33324. 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 two (2) directors initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the Stockholders.

ARTICLE VIII  
INITIAL DIRECTORS

The names and post office addresses of the members of the first Board of Directors are:

Name	Address
GERARDO LANES, M.D.	140 S.W. 84th Avenue Plantation, FL 33324

ELIAS E. DABUL, M.D.

140 S.W. 84th Avenue  
Plantation, FL 33324

ARTICLE IX  
INITIAL OFFICERS

The names and post office addresses of the first Officers are:

Name and Address	Title
ELIAS E. DABUL, M.D. 140 S.W. 84th Avenue Plantation, FL 33324	President
GERARDO LANES, M.D. 140 S.W. 84th Avenue Plantation, FL 33324	Treasurer/Secretary

ARTICLE X  
SUBSCRIBERS

Name and Address	Shares	Consideration
GERARDO LANES, M.D. 140 S.W. 84th Avenue Plantation, FL 33324	250	\$250.00
ELIAS E. DABUL, M.D. 140 S.W. 84th Avenue Plantation, FL 33324	250	\$250.00

ARTICLE XI  
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 stockholders and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XII  
LIMITATIONS ON CORPORATE STOCK

1. No one other than an individual who is duly licensed as

a medical physician under the laws of the State of Florida may own any corporate stock in this corporation; nor may any stockholder enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his stock.

2. If any officer, stockholders, agent or employee of this corporation who has been rendering professional services to the public becomes legally disqualified to render such services within the State of Florida or is elected to a public office or accepts employment that, pursuant to existing law, places restrictions or limitations upon his continued rendering of such professional services, he shall sever all employment with, and financial interest in the corporation.

3. No stockholder of the corporation may sell or transfer his stock in this corporation except to another individual who is eligible to be a stockholder of the corporation.

#### ARTICLE XIII

##### EFFECTIVE DATE

The effective date of this corporation shall be date as filed with the office of the Secretary of State.

#### ARTICLE XIV

##### INITIAL REGISTERED AGENT AND OFFICE

The street address of the initial Registered Office of this corporation is 507 S.E. 11th Court, Ft. Lauderdale, FL 33316 and the name of the initial Registered Agent of this corporation at that address is JOEL R. LAVENDER.

IN WITNESS WHEREOF, the undersigned, being the original subscribers to the capital stock hereinabove named, for the purposes of forming a corporation to do business in the State of Florida, under the laws of the State of Florida, do make and files these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true and do agree to take the number of shares hereinabove set forth, and hereunto set our hands and seals this 28th day of February, 1996.

X. [Signature]  
GERARDO LANES, M.D.  
Subscriber

STATE OF FLORIDA

COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 28<sup>th</sup>  
day of February, 1996, by GERARDO LANES, M.D., respectively, who  
(is personally known to me/has produced \_\_\_\_\_

is personally known to me  
\_\_\_\_\_ as identification) and who (did/did not) take an oath.

(SEAL)

X. [Signature]  
Please Print Name: SANDRA D'ANGELO

Notary Public, State of Florida at Large  
Serial No. (if any): \_\_\_\_\_




SANDRA D'ANGELO  
My Commission CC482344  
Expires Apr 12, 1999  
Bonded by HAI  
800-422-1588

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First -- That WEST BROWARD OUTPATIENT ENDOSCOPY CENTER, P.A., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at 140 S.W. 84th Avenue, Plantation, FL 33324, has named JOEL R. LAVENDER, located at 507 S.E. 11th Court, in the City of Ft. Lauderdale, State of Florida, as its agent to accept service of process within this State.

Having been named to accept services of process for the above stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

  
JOEL R. LAVENDER  
Registered Agent

FILED  
OCT 11 1999  
CLERK OF DISTRICT COURT  
MILLAHASSEE, FLORIDA