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ORDER DATE : March 20, 1996

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CUSTOMER NO: 4393037

CUSTOMER: James E. Holmes, Jr., Esq
MORRISON MORRISON & MILLS, PA

Suite 100
1200 West Platt Street
Tampa, FL 33606

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*****70.00 *****70.00

DOMESTIC FILING

NAME: WILLIAM WAGNER, M.D., P.A.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Adriane Brady

EXAMINER'S INITIALS:

FILED
95 MAR 28 PM 2:57
RECEIVED
96 MAR 29 PM 12:10
DIVISION OF CORPORATION

GB 3/29/96

**ARTICLES OF INCORPORATION
OF
WILLIAM WAGNER, M.D., P.A.**

FILED
26 MAR 20 PM 2:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby makes, subscribes, acknowledges and files with the Secretary of State, State of Florida, these Articles of Incorporation for the purpose of forming a professional service corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be WILLIAM WAGNER, M.D., P.A. (the "Corporation").

ARTICLE II

The general nature of the business shall be:

- (a) To provide medical care and services to the general public;
- (b) To engage in and render the professional services herein permitted and authorized only through its officers, agents, and employees, who are physicians in good standing and duly licensed or otherwise legally qualified and duly authorized to practice medicine within the State of Florida.

This Corporation shall not engage in any business other than the rendering of the professional services for which it was specifically organized; provided, however, that nothing in the Florida Statutes or in any other provision of existing law applicable to corporations shall be interpreted to prohibit the Corporation from investing in funds in real estate, mortgages, stocks, bonds, or any other type of investments, or from owning real or personal property necessary for the rendering of professional services.

ARTICLE III

(a) The capital stock of the corporation shall be divided into 100 shares of common stock with par value of \$1.00 per share, and each share shall entitle the holder thereof to vote at any meeting of the shareholders.

(b) The consideration to be paid for each share shall be payable in lawful money of the United States of America, or in property, labor, labor or services at a valuation to be fixed by the incorporator or by the Board of Directors at a meeting called for such purpose.

(c) Shares of the Corporation's stock and certificates therefor shall be issued only to a professional corporation, a professional limited liability company, or an individual physician, in good standing and duly licensed, within the State of Florida, all of whom are also legally authorized to render the same professional services to the general public as the Corporation.

(d) Shares of the Corporation's stock and certificates therefor shall be issued only in accordance with these Articles of Incorporation and the Bylaws of the Corporation.

(e) All shares of stock shall be Common Stock of the same class.

(f) All stock, when issued, shall be fully paid for and shall be non-assessable.

(g) 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 or she already holds, shall have the right to purchase his or her 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 IV

This Corporation shall have perpetual existence.

ARTICLE V

The principal offices of the Corporation shall be located at 21110 Biscayne Boulevard, Suite 100-A, Aventura, Florida 33180, but the Corporation shall have the power to establish branch offices and other places of business at such other places within or without the state of Florida as may be determined and deemed expedient by the Directors.

ARTICLE VI

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. A director shall be an active member of the medical profession in good standing and duly licensed as a physician to practice medicine within the State of Florida.

The name and address of the initial director are as follows:

William Wagner, M.D.
10310 Santiago Street
Cooper City, Florida 33026

A quorum for the transaction of business shall be a majority of the Directors qualified and acting, and the act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Directors. The Directors may make or amend the Bylaws. The meeting of the Directors may be held within or without the state of Florida. A person shall not have to be a stockholder in order to qualify as a director.

ARTICLE VII

The name and address of the subscriber to these Articles of Incorporation are as follows:

William Wagner, M.D.
10310 Santiago Street
Cooper City, Florida 33026

ARTICLE VIII

The name and address of the officers of said corporation who shall hold office until their successors are elected and qualified shall be as follows:

President/Secretary/Treasurer

William Wagner, M.D.
10310 Santlago Street
Cooper City, Florida 33026

ARTICLE IX

If an officer, director, shareholder, agent, or employee of the Corporation, who has been rendering professional medical services to the public:

(a) For any reason ceases to be an active member of the medical profession in good standing and duly licensed as a physician legally authorized within the State of Florida to render the same professional services as the Corporation; or

(b) Accepts employment that, pursuant to existing law, places restrictions or limitations upon his continued rendering of professional services as a physician; or

(c) Attempts to sell, transfer, hypothecate, or pledge any shares of stock of the Corporation to any person or in any manner prohibited by law, by these Articles of Incorporation, or by the Bylaws of the Corporation; or

(d) Voluntarily or involuntarily severs his other relationship as an officer, director, shareholder, agent, or employee of the Corporation;

then, and in any such event, such person's employment with and/or financial interest in the Corporation shall cease forthwith, automatically and immediately, as completely severed and terminated; except, to receive payment for such shares of stock in the Corporation as may be owned by him or her, and any other amounts that are lawfully due and owing to him or her by the Corporation. Any shares of stock of such person in the Corporation shall then and thereafter have

no voting rights of any kind; shall not be entitled to any dividends for stock rights of any kind which may be thereafter declared by the Corporation; and, said stock of such person shall be forthwith transferred, sold, purchased, pledged, or redeemed at such price or value and only in such manner as shall be authorized or set forth by the Bylaws or a Shareholders Agreement or both, as adopted by the Shareholders of the Corporation.

ARTICLE X

No shareholder of the Corporation and no personal representative of a deceased or incompetent shareholder may sell or transfer any of such shareholder's shares of stock in the Corporation except to another individual who is eligible to be a shareholder of the Corporation, and then only after the proposed sale or transfer shall have been first authorized or approved in accordance with the Bylaws of the Corporation.

ARTICLE XI

The time and place of the annual shareholders' meeting shall be the 20th day of March of each and every year at the principal offices of the Corporation unless otherwise fixed in the Bylaws or by a resolution of the Board of Directors, and any shareholder may waive notice thereof before or after the meeting.

The Board of Directors shall be elected annually by the shareholders at their annual meeting or at a special meeting held for that purpose. All vacancies in the Board shall be filled by the Board until the next annual meeting.

ARTICLE XII

The Board of Directors shall have full power to fix their own compensation including any bonus or gratuity and to fix the compensation of any of the officers or any other member of the Board performing special services for the Corporation, and any member of the Board may vote upon

such compensation matters even though his or her own compensation may be the subject of the resolution.

ARTICLE XIII

The name and address of the initial registered agent of this Corporation are Christine M. Murdock, 21110 Biscayne Boulevard, Suite 100-A, Aventura, Florida 33180.

ARTICLE XIV

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors.

ARTICLE XV

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

ARTICLE XVI

No contract or other transaction between this Corporation and any other corporation, nor any act of this Corporation, shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in or are directors or officers of such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to or be pecuniarily or otherwise interested in any contract or transaction of this Corporation, provided that the fact that he, she or such firm so interested shall be disclosed to or shall have been known by the Board of Directors, or a majority thereof. In addition, any director of this Corporation who is also a director or officer of, or who is otherwise interested in, such other corporation may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which Board may authorize any such contract or

transaction with like force and effect as if such director were not a director or officer of such other corporation or not otherwise interested therein.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged, and filed the foregoing Articles of Incorporation under the existing laws of the State of Florida.

William Wagner
William Wagner, M.D., Incorporator

STATE OF FLORIDA
COUNTY OF DADE

I HEREBY CERTIFY that before me, a Notary Public in and for said county and state, this day personally appeared William Wagner, M.D., who, being personally known to me or having produced a driver's license as identification, is the same person who executed the foregoing Articles of Incorporation and has duly acknowledged under oath that said Articles were executed freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal this 22 day of March, 1996.

Christine M. Murdock
Signature of Notary Public
Christine M. Murdock
Notary Public's Printed Name



**CERTIFICATE DESIGNATING REGISTERED OFFICE AND
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED;
AGENT'S ACCEPTANCE OF STATUTORY OBLIGATIONS**

96 MAR 28 PM 2:57

STATE OF FLORIDA

PLEASE TAKE NOTICE that WILLIAM WAGNER, M.D., P.A., in compliance with Sections 48.091, 621.13 and 607.0501 of the Florida Statutes, hereby designates 21110 Biscayne Boulevard, Suite 100-A, Aventura, Florida 33180, as the location of its registered office and designates Christine M. Murdock as its agent to accept service of process within the state of Florida.

WILLIAM WAGNER, M.D., P.A.

By: William Wagner
William Wagner, M.D., Incorporator

Date: 3/22/96

Having been named as agent to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby acknowledge my familiarity with, and acceptance of, the obligations of this position. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

By: Christine M. Murdock
Christine M. Murdock

Date: 3/13/96