

WOLFSON & STARKMAN

ATTORNEYS AT LAW

(A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS)

DADED INTERNATIONAL PLAZA

3055 LEGUINE ROAD - PENTHOUSE 1-D

CORAL GABLES, FLORIDA 33134

BERNARD WOLFSON, P.A.
MARK R. STARKMAN, P.A.

TELEPHONE
(305) 441-4214
TELECOPIER
(305) 441-0111

March 27, 1996

P96000029645

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

RECEIVED
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
MAR 27 1996

Re: Articles of Incorporation for
EMILIO J. CARULLO, M.D., P.A.

Gentlemen/Ladies:

Enclosed herewith find the original and duplicate copy of the Articles of Incorporation of the above named proposed corporation. The duplicate copy has been subscribed in the same manner as the original. Please endorse your approval of the Articles on the duplicate copy, certify it and return it to this office.

The enclosed check in the amount \$122.50 is to cover the following items:

Filing Fee	\$35.00
Certified copy	52.50
Resident Agent Form	35.00
TOTAL	\$122.50

Yours truly,

Mark R. Starkman

Mark R. Starkman

MRS/es

Enclosures

APR 4 1996

RECEIVED
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
APR 23 PM 3:19

ARTICLES OF INCORPORATION

OF

EMILIO J. CARULLO, M.D., P.A.

96 MAR 29 PM 3:19

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, duly licensed to practice medicine in the State of Florida, for the purpose of forming a professional corporation under the provision of Chapter 621, Florida Statutes, a/k/a the Professional Service Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation is EMILIO J. CARULLO, M.D., P.A.

ARTICLE II - PRINCIPAL OFFICE

The principal office and mailing address of the corporation is 266 Palermo Avenue, Coral Gables, Florida 33134.

ARTICLE III - DURATION

This corporation shall have perpetual existence commencing on the date these Articles are filed with the Secretary of State.

ARTICLE IV - PURPOSES

The purpose for which the corporation is formed are:

(a) to engage in the practice of medicine as a professional corporation and to own and operate a medical office for the purpose of providing medical care and treatment,

(b) to promote medical, surgical and scientific research and knowledge, to furnish related laboratory and clinical services, to own real and personal property, enter into contracts and engage in any lawful business necessary for the rendering of such professional services.

(c) to do anything necessary, proper or convenient for the accomplishment of any of the purposes set forth in these Articles and to do any other act incidental to the corporate purposes which is not forbidden by the laws of the State of Florida or by the provisions of these Articles of Incorporation.

The purpose of this corporation shall be carried out only through officers, employees, and agents each of whom is duly licensed or otherwise legally qualified to render professional medical services in the State of Florida.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue One Hundred (100) shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE VI - 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 VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 266 Palermo Avenue, Coral Gables, Florida 33134 and the name of the initial registered agent of this corporation at that address is Emilio J. Carullo.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. 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 (1). The name and address of the initial director of this corporation is:

Emilio J. Carullo	266 Palermo Avenue
	Coral Gables, Florida 33134

ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles is:

Emilio J. Carullo	266 Palermo Avenue
	Coral Gables, Florida 33134

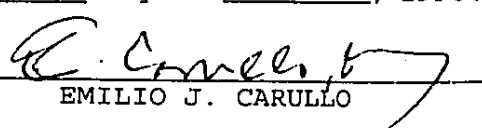
ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE XI - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 27 day of March, 1996.


EMILIO J. CARULLO

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 27
day of March, 1996, by EMILIO J. CARULLO, who is personally
known to me.

Eliana Salas
NOTARY PUBLIC, STATE OF FLORIDA

My commission expires



FILED
96 MAR 29 PM 3:19
TALLAHASSEE, FLORIDA

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:

That EMILIO J. CARULLO, M.D., 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 the City of Coral Gables, State of Florida, has named EMILIO J. CARULLO, whose address is 266 Palermo Avenue, Coral Gables, Florida 33134, as its agent to accept service of process within this state.

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


EMILIO J. CARULLO

P96000029645

EMILIO J. CARULLO, M.D., F.A.C.S.
Plastic & Aesthetic Laser Surgery

SURGICAL ARTS INSTITUTE
266 Palermo Avenue
Coral Gables, FL 33134
(305) 442-4561

Diplomate, American Board of Surgery
Diplomate, American Board of Plastic Surgery

August 13, 1997

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*****43.75 *****43.75

FLORIDA DEPARTMENT OF STATE
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 AUG 19 AM 9:36

Dear Ms. Payne:

I am very sorry that I did not attach a check for the Filing fee and a Certificate of Status. I thought I had.

Enclosed, please find a check for a total of \$43.75 including both of the above items.

Thank you for your consideration and again I am sorry.

Sincerely,

E. Carullo, M.D.

E. Carullo, M.D.

Diss.
8/19/97
SP

FILING 35
R. AGENT _____
CERT. COPY _____
CUS 8.75
OVERPAYMENT _____
TOTAL 43.75



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 8, 1997

Emilio J. Carullo, M.D., P.A.
266 Palermo Avenue
Coral Gables, FL 33134

SUBJECT: EMILIO J. CARULLO, M.D., P.A.
Ref. Number: P96000029645

We have received your document for EMILIO J. CARULLO, M.D., P.A. .
However, the enclosed document has not been filed and is being returned to you
for the following reason(s):

The fee to file articles of dissolution or a certificate of withdrawal is \$35. For each
certified copy requested, please add an additional \$52.50.

If you have any questions concerning this matter, please either respond in writing
or call (850) 487-6901.

Susan Payne
Senior Section Administrator

Lotter Number: 697A00040350

RECEIVED
97 AUG 18 AM 8:19
DIVISION OF CORPORATIONS

ARTICLES OF DISSOLUTION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 AUG 19 AM 9:56

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: _____

EMILIO J. CARULLO, M.D., P.A.

SECOND: The date dissolution was authorized: August 6, 1997

THIRD: Adoption of Dissolution (CHECK ONE)

☒ Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.

☐ Dissolution was approved by vote of the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:

The number of votes cast for dissolution was sufficient for approval by

(voting group)
Signed this 6th day of August, 19 97

Signature E. Carullo, M.D.
(By the Chairman or Vice Chairman of the Board, President, or other officer)

EMILIO J. CARULLO, M.D.
(Typed or printed name)

PRESIDENT
(Title)