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TO: DIVISION OF CORPORATIONS FROM: EMMA RE CORPORATE KIT COMPANY
DEPARTMENT OF STATE 1492 W. FLAGLER ST.
STATE OF FLORIDA SUITE 200
TALLAHASSEE, FL 32399 CONTACT: RAY W. MOHNT 0000
FAX: (904) 781-1000 PHONE: (305) 641-3770 FAX: (305) 641-3770

NAME: LUISI PATHOLOGY CONSULTANTS, P.A.
FAX AUDIT NUMBER: H98000004920 CURRENT STATUS: REQUESTED
DATE REQUESTED: 04/05/1990 TIME REQUESTED: 14:24:57
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
32399
04 APR -9 PM 3:32



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

April 5, 1996

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: LUISI PATHOLOGY CONSULTANTS, P.A.
REF: W96000007449

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

- ✓ The specific nature of business of the professional association must be stated in the document.
- ✗ The heading of your document should state: UNDER FLORIDA STATUTE 621 not 607, please correct.

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) 487-6934.

Loria Poole
Corporate Specialist

FAX Aud. #: H96000004926
Letter Number: 696A00015776

ARTICLES OF INCORPORATION
OF
LUISE PATHOLOGY CONSULTANTS, P.A.

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I, the undersigned incorporator of this corporation, under Florida Statute Section 621, as amended, adopt the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation is:

LUISE PATHOLOGY CONSULTANTS, P.A.

ARTICLE II

NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is to engage in the practice of medicine in the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of stock which this corporation is authorized to have at any one time is One Thousand (1,000) shares of common stock of One (\$1.00) Dollar par value.

ARTICLE IV

CAPITALIZATION

The minimum amount of capital with which the corporation will commence is One Thousand dollars (\$1,000.00).

This instrument prepared by:
Henry Volpe, Esquire
13786 N.E. 11 Avenue
Miami, Florida 33161
305-899-9344
Florida Bar No.: 302279

ARTICLE V

VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for all purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE VI

DURATION

This corporation is to have perpetual existence commencing on the date of filing of these Articles of Incorporation.

ARTICLE VII

OFFICERS AND DIRECTORS

The numbers of directors of the corporation shall be not less than one nor more than five, as voted upon by the shareholders of the corporation. The initial officers and directors are as follows:

Luis Villa, Jr., M.D. President, Director

ARTICLE VIII

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 prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IX

TRANSFER OF SHARES

No shareholder may transfer or otherwise dispose of this interest in the corporation without first permitting the remaining shareholders a right of first refusal commensurate with their respective proportional shareholder interest in the corporation. Should any shareholder desire not to exercise the right of first refusal, any remaining shareholder shall be entitled to a right of second refusal as to the shareholder's exercisable interest of right of first refusal. Value of the stock shall be determined by a disinterested appraiser.

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ARTICLE X

INITIAL REGISTERED AGENT/OFFICE

The name and address of the initial registered agent of this corporation is Luis Villa, Jr., M.D., at 3661 South Miami Avenue, Suite 305, Miami, Florida 33133.

ARTICLE XI

SUBSCRIBER

The name of the subscriber of these Articles of Incorporation is:

Luis Villa, Jr., M.D.

3661 S. Miami Avenue
Suite 305
Miami, Florida 33133

ARTICLE XII

INDEMNIFICATION

The Subscriber, along with the officers and directors of the Corporation shall be indemnified and held harmless by the Corporation from and against any and all claims, losses, costs, liability or expense incurred by him or her in connection with or resulting from any claim, action, suit or proceeding, in which he or she may become involved, as a party or otherwise, by reason of his being or having been a director, officer or employee of the corporation, whether or not he or she continues to be such at the time such loss, cost, liability or expense is imposed or incurred, except with regard to matters as to which any such director, officer or employee is found guilty of gross negligence or willful misconduct in the performance of his or her duty.

Expenses (including attorney's fees) incurred in defending any claim, action, suit or proceeding may be paid by the

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Corporation in advance of the final disposition of such a proceeding.

DATED this 4th day of April, 1996.

[Signature] [Seal]
LUIS VILLA, JR., M.D.

STATE OF FLORIDA)

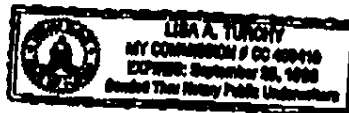
COUNTY OF DADE)

BEFORE ME, the undersigned, personally appeared Luis Villa, Jr., M.D., to me known to be the person described in and who executed the foregoing Articles of Incorporation, and who acknowledges before me, that he made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, at Miami, Dade County, Florida this 4th day of April, 1996.

[Signature]
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



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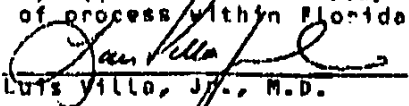
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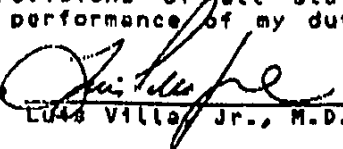
**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR DOMICILE OR THE
SERVICE OR PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED.**

In compliance with section 48.091, Florida Statutes, the
following is submitted:

That LUISI PATHOLOGICAL CONSULTANTS, P.A., desiring to organize
or qualify under the laws of the State of Florida, with its
principal place of business at 3661 South Miami Avenue, Suite
305, Miami, Florida 33133 hereby appoints Luis Villa, Jr., M.D.
as its agent to accept service of process within Florida.


Luis Villa, Jr., M.D.

Having been named to accept service or process for the
above stated corporation, at the place designated in this
certificate, I hereby agree to act in this capacity, and I
further agree to comply with the provisions of all statutes
relative to the proper and complete performance of my duties.

Signature 
Luis Villa, Jr., M.D.

Title: Registered Agent

Dated: _____, 1996.

FILED
96 APR -9 PM 4:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This Instrument Prepared By:

Henry Volpe, Esquire
13786 N.E. 11 Avenue
Miami, FL 33161
305-899-9344
Florida Bar No.: 302279

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