

ACCOUNT NO. : 072100000032

REFERENCE : 919940 80978A

AUTHORIZATION :

COST LIMIT : \$ 122.50

*Patricia T. Tye*

ORDER DATE : April 16, 1996

ORDER TIME : 11:03 AM

400001782704

ORDER NO. : 919940

CUSTOMER NO: 80978A

CUSTOMER: Allen J. Rapoport, Esq  
RAPOPORT & TRIAY

Suite 1110  
999 Ponce De Leon Boulevard  
Coral Gables, FL 33134

DOMESTIC FILING

NAME: NIN, SANCHEZ-MEDINA, AND  
STANZIOLA, P.A.

EFFECTIVE DATE:

☒ ARTICLES OF INCORPORATION  
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY  
☐ PLAIN STAMPED COPY  
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kathy Drake

EXAMINER'S INITIALS: \_\_\_\_\_

*4/18/96*  
*[Signature]*

Articles of Incorporation

NIN, SANCHEZ-MEDINA, AND STANZIOLA, P.A.,  
a Professional Service Corporation

FILED  
95 APR 15 PM 9:10  
CLERK OF CIRCUIT COURT  
JACKSONVILLE, FLORIDA

The undersigned natural person, competent and licensed to practice medicine in the State of Florida, acting hereby as Incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of Section 607, Florida Business Corporation Act, and Section 621, Florida Professional Service Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

I

NAME OF CORPORATION, PRINCIPAL OFFICE AND  
MAILING ADDRESS

The name of this corporation shall be NIN, SANCHEZ-MEDINA, AND STANZIOLA, P.A.

The principal office of this corporation shall be Le Jeune Executive Building, 351 N.W. LeJeune Road, Box 142082, Coral Gables, Florida 33134.

The mailing address of this corporation shall be Le Jeune Executive Building, 351 N.W. LeJeune Road, Box 142082, Coral Gables, Florida 33134.

II

PURPOSES

The general nature and purposes of business to be transacted, promoted and carried on by the corporation are as follows:

a. To engage in every aspect in the practice of medicine, and all its fields of specializations, as are engaged in by medical doctors.

b. To engage and render the professional services involved only through its officers, agents and employees who shall be in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.

c. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.

d. To engage in no other business other than the rendition of the professional services specified herein.

e. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

### III

#### CAPITAL STOCK

a. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 1000 shares of common stock at \$1.00 per share par value.

b. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

c. Shares of the corporation's stock and certificates shall be issued only to medical doctors in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

### IV

#### DURATION

The corporation shall have perpetual existence.

### V

#### REGISTERED AGENT

The address of this corporation's initial registered office is 351 NW Le Jeune, Suite 205, Coral Gables, Florida 33134, and the name of its initial registered agent at said address is Rolando Sanchez-Medina.

VI

INCORPORATOR

The name and address of the Incorporator is as follows:

Rolando Sanchez-Medina  
351 NW Le Jeune, Suite 205  
Coral Gables, Florida 33134

VII

BOARD OF DIRECTORS

The corporation shall have a Board of Directors consisting of three (3) persons. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders but shall never be less than one. The names and addresses of the initial Directors of this corporation are:

Frederic Nin  
Le Jeune Executive Building  
351 N.W. LeJeune Road  
Box 142082  
Coral Gables, Florida 33134

Rolando Sanchez-Medina  
Le Jeune Executive Building  
351 N.W. LeJeune Road  
Box 142082  
Coral Gables, Florida 33134

Felix Stanziola  
Le Jeune Executive Building  
351 N.W. LeJeune Road  
Box 142082  
Coral Gables, Florida 33134.

## VIII

### INFORMAL SHAREHOLDER ACTION

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

## IX

### SEVERANCE AND TERMINATION OF EMPLOYMENT

If any officer, director, stockholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

## X

### INFORMAL DIRECTOR ACTION

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

## XI

### INDEMNIFICATION

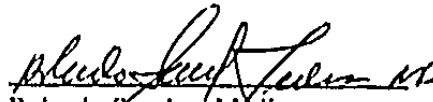
The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

XII

BYLAW AMENDMENT


The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of Florida governing a Professional Service Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in State of Florida, this 15 day of April, 1996.

  
Rolando Sanchez-Medina  
Incorporator

  
Rolando Sanchez-Medina  
Registered Agent

Having been named as registered agent for the above-stated corporation, 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 and I accept the duties and obligations of Section 607.0506, Florida Statutes (19...)

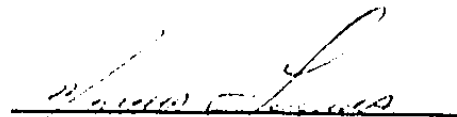
  
Rolando Sanchez-Medina  
Registered Agent

FILED  
APR 15 2006  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA       )  
                                      ) ss  
COUNTY OF DADE       )

BEFORE ME, the undersigned authority, personally appeared ROLANDO SANCHEZ-MEDINA, who is to me well known to be the person described in and who executed the foregoing Articles of Incorporation as the Incorporator, and he acknowledged to and before me that he executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the said County and State, this 12<sup>th</sup> day of April, 1996.

  
\_\_\_\_\_  
Notary Public, State of Florida  
at Large

My Commission Expires:

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