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LAW OFFICES
BOONE, BOONE & BOONE, P.A.
P. O. BOX 1596
VENICE, FLORIDA 34284

ESTABLISHED 1956

STREET ADDRESS:
1001 AVENIDA DEL CIRCO 34285
TELEPHONE (941) 488-0710
FAX (941) 488-7079

E.G. (DAN) BOONE
JEFFERY A. BOONE
STEPHEN K. BOONE
CHARLES D. HINES
JOHN S. KODA

April 19, 1996

VIA UPS 2ND DAY AIR

EFFECTIVE DATE
4-19-96

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

Re: South County Heart Group, P.A.

Dear Sir:

We enclose original and one copy of Articles of Incorporation for the above corporation. Also enclosed is our check in the amount of $122.50 to cover the cost of this filing.

Filing Fee	$ 35.00
Registered Agent Designation	35.00
Certified Copy of Articles	52.50
Total Filing Fee	$122.50

The corporation's beginning date is April 19, 1996.

Please return a certified copy of the Articles of Incorporation to our office at the post office box listed above.

Thank you for your attention to this matter.

Very truly yours,

Stephen K Boone

Stephen K. Boone

FILED
96 APR 22 AM 9:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
SOUTH COUNTY HEART GROUP, P.A.

EFFECTIVE DATE
4-19-96

The undersigned, who are duly licensed to practice medicine in the State of Florida, desiring to form a professional corporation in accordance with Chapter 607 of the Florida Statutes and the Florida Professional Service Corporation Act, adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation shall be:

SOUTH COUNTY HEART GROUP, P.A.

ARTICLE II
BUSINESS, OBJECTS AND PURPOSE

The general nature of the business to be transacted by this corporation is:

(a) To engage only in every aspect and phase of the business of rendering professional medical services to the general public and to do all things in connection therewith that are customarily done by licensed physicians under the laws of the State of Florida in accordance with Chapter 621, Florida Statutes, "The Professional Service Corporation Act." Provided, however, that such professional services shall be rendered only through officers, employees and agents who are duly licensed under the laws of the State of Florida to practice said profession therein.

(b) To limit the liability of the shareholders of this corporation so that the personal liability of the shareholders of this corporation shall be no greater in any aspect than that of a shareholder-employee of a corporation under Chapter 607, Florida Statutes.

(c) To invest the funds of the corporation in real estate, mortgages, stocks, bonds or any other type of investment and to own real and personal property necessary for the rendering of professional services.

(d) To do all and everything necessary and proper for the accomplishment of any of the purposes or the attainment of any of the objectives or the furtherance of any of the purposes enumerated in these Articles of Incorporation, or any amendment thereof, necessary or incidental to the protection and benefit of the corporation, and in general, either alone or in association with other corporations, firms or individuals to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or attainment of the objectives or the furtherance of such purposes or objects of this corporation to such extent as a corporation organized under Chapter 621 Florida Statutes may now or hereafter lawfully do.

(e) To purchase and acquire at the option of the corporation any and all of its shares owned and held by any such shareholder as he should desire to sell, transfer or otherwise dispose of his shares in accordance with the Shareholder Agreement and By-Laws and adopted by the shareholders of this corporation setting forth the terms and conditions of such purchase; provided the capital of this corporation is not impaired.

(f) To purchase and acquire, at the option of the corporation, the shares owned and held by any shareholder who dies, in accordance with the Shareholder Agreement and By-Laws and adopted by the shareholders of this corporation setting forth the terms and conditions of such purchase; provided, however, the capital of this corporation is not impaired.

(g) To enter into, at the option of the corporation, for the benefit of its employees, one or more of the following:

(1) A pension plan;

(2) A profit sharing plan, if such a plan is not otherwise prohibited by the Code of Ethics of the Profession;

(3) A stock bonus plan;

(4) A thrift and savings plan;

(5) A restricted stock option plan, or

(6) Other retirement or incentive compensation plans.

(h) The foregoing paragraphs shall be construed as enumerating the purposes, objects and powers of this corporation, and no recitation, expression or declaration of specific powers or purposes herein enumerated shall be deemed to be exclusive, but it is hereby expressly declared that all other lawful powers not inconsistent herewith are hereby included.

ARTICLE III - CAPITAL STOCK

(a) The total number of shares of capital stock authorized to be issued by the corporation shall be 1,000 shares having a par value of One Dollar ($1.00) per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property or in labor or services at a fair valuation to be fixed by the Board of Directors at a meeting called for such purposes. All stock when issued shall be paid fully for and shall be non-assessable.

(b) In the election of directors of this corporation, there shall be noncumulative voting of the stock entitled to vote at such election.

(c) No holder of stock of the corporation of any class shall have any preemptive or preferential right to subscribe to, purchase or receive any shares of any class of stock of the corporation, whether now or hereafter authorized, or any notes, debentures, bonds or other securities convertible into, or carrying options or warrants to purchase. Shares of any class may be issued and disposed of or sold by the Board of Directors on such terms and for such consideration, so far as may be permitted by law, and to such persons or person (who are qualified to be stockholders as provided in Paragraph (d) of this Article) as the Board of Directors may determine.

(d) Each shareholder must be duly licensed or otherwise legally authorized to practice medicine in the State of Florida.

(e) No shareholder shall 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.

ARTICLE IV
CAPITAL TO BEGIN BUSINESS

The amount of capital with which this corporation shall begin business shall be five thousand dollars ($5,000.00).

ARTICLE V
EXISTENCE OF THE CORPORATION

This corporation shall have a perpetual existence, and its beginning date shall be April 19, 1996.

ARTICLE VI
PRINCIPAL OFFICE

The principal office of this corporation shall be located at 517 Riviera Street, Suite A, Venice, Florida 34285, but the corporation shall have the power to relocate its principal office or establish branch offices at any other place within or without the State of Florida as may be determined or deemed expedient.

ARTICLE VII
OFFICERS AND DIRECTORS

The business of this corporation shall be conducted, carried on and managed by the officers of this corporation and a board of directors composed of two (2) members, all of whom must be shareholders of the corporation. The number of directors may be altered from time to time in accordance with the By-Laws adopted by this corporation within the limitations prescribed by law.

The officers of this corporation shall be a President, a Vice President and a Secretary/Treasurer and any other officers as to the Board of Directors may seem expedient. Any two or more offices except President and Secretary may be held by the same person. The office of Secretary may be held by a non-stockholder and non-director.

The names and addresses of the first Board of Directors are the same as those set forth in Article VIII below for Incorporators.

ARTICLE VIII
INCORPORATORS

The names and post office addresses of the incorporators and the number of shares each agrees to take are:

Name	Address	No. Shares
William J. Corin	400 S. Tamiami Trail, Ste. 130 Venice, Florida 34285	100
Robert A. Nuzum	517 Riviera Street, Suite A Venice, Florida 34285	100

ARTICLE IX
AMENDMENT OF ARTICLES

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 shareholders, and approved at a shareholders' meeting by a two-thirds (2/3) majority of the stock entitled to vote thereon, unless all of the directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of shareholders are subject to this reservation. No shareholder, notwithstanding that he or she may have voted against the amendment or may have objected in writing, shall be entitled to payment of the fair cash value of his or her shares or any other rights of a dissenting shareholder.

ARTICLE X
REGISTERED AGENT

The initial registered agent and the address of his office are:

Stephen K. Boone
1001 Avenida del Circo
P.O. Box 1596
Venice, FL 34284

Said registered agent by virtue of his signature at the end of these Articles of Incorporation acknowledges appointment as such and agrees to accept service of process for this corporation.

IN WITNESS WHEREOF, the Incorporators executed these Articles of Incorporation this 19 day of April, 1996.

William J. Corin, M.D.

Robert A. Nuzum, M.D.

FILED

96 APR 22 AM 9:58

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF SARASOTA

I HEREBY CERTIFY that the foregoing instrument was acknowledged before me this 19th day of April, 1996, by WILLIAM J. CORIN and ROBERT A. NUZUM, who are personally known to me or who produced ______________________ as identification.

NOTARY PUBLIC
Sign Marie Eaton
Print Maria Eaton

(SEAL)
My Commission Expires:

STATE OF FLORIDA NOTARY PUBLIC
MARIA EATON
My Comm Exp. 1/17/99
Bonded By Service Ins
No. CC433702
[✓] Personally Known [ ] Other I. D.

ACCEPTANCE OF REGISTERED AGENT

The undersigned, who has been designated registered agent and to accept service of process for the above corporation, affirms that his name is Stephen K. Boone, Esquire, and the address for the registered office of the corporation is 1001 Avenida del Circo, Venice, Florida 34285. I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Steph K Boone
Stephen K. Boone

P96000036200

Best Quick Tax Return
Requestor's Name

31 1/2 S. Bumby
Address

Orlando, Fla. 32803
City/State/Zip Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. ______ (Corporation Name) (Document #)
2. ______ (Corporation Name) (Document #)
3. ______ (Corporation Name) (Document #)
4. ______ (Corporation Name) (Document #)

☐ Walk in ☐ Pick up time ______ ☐ Certified Copy

☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

	NEW FILINGS
	Profit
	NonProfit
	Limited Liability
	Domestication
	Other

	AMENDMENTS
✓	Amendment NC
	Resignation of R.A., Officer/ Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

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*****35.00 *****35.00

	OTHER FILINGS
	Annual Report
	Fictitious Name
	Name Reservation

	REGISTRATION/ QUALIFICATION
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

TAL DEC 3 1996

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Examiner's Initials	

CR2E031(1/95)

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC 20 PM 2:34

D + M MARKETING INC.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted. *(indicate article number(s) being amended,added or deleted)*

1) ARTICLE I (Amended) NAME

GRACE MARTINEZ, P.A.

3) ARTICLE III SHARES (Amended)

100 SHARES Common stock - no Par value

GRACE MARTINEZ - 100 SHARES

7) ARTICLE VII NATURE OF BUSINESS (amended)

The Corporation will engage in the sale of real state and time shares.

?) ARTICLE VI - DIRECTORS (amended)

The company will be run by the bord of directors. The directors are:

GRACE MARTINEZ - President

William De La Hoz - VICE President

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption 8/16/96.

FOURTH: Adoption of Amendment(s) (CHECK ONE)

☐ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by ______________________."
voting group

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☑ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 17 day of DECEMBER, 19 96.

Signature Pablo Rodriguez
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Pablo Rodriguez
Typed or printed name

Incorporator
Title