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BERGER & DAVIS, P.A.  
ATTORNEYS AT LAW

May 28, 1996

VIA FEDERAL EXPRESS

Elizabeth Moss  
Berger & Davis, P.A.  
215 S. Monroe Street, Suite 804  
Tallahassee, FL 32301

Re: Filing Articles of Incorporation for Nationsmed Medical  
Group of Palm Beach, Inc.

Dear Elizabeth:

Enclosed you will find Articles of Incorporation for  
Nationsmed Medical Group of Palm Beach, Inc., as well as our check  
in the amount of \$122.50 for the filing fees and fee for certified  
copies for the entity.

Please call when you have successfully filed these documents.

Thanks.

Sincerely,

BERGER & DAVIS, P.A.

*Barbara Sporrer*  
Barbara Sporrer, Secretary to  
James L. Berger

*Will  
Wait*

:bas

Enc.

FILED  
65 MAY 29 PM 1:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
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RECEIVED  
65 MAY 29 PM 12:50  
DIVISION OF CORPORATION

*SAS  
5/29/96*

FILED

ARTICLES OF INCORPORATION  
OF

96 MAY 29 PM 1:04

NATIONSMED MEDICAL GROUP OF PALM BEACH, INC.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

A FLORIDA CORPORATION

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation shall be NATIONSMED MEDICAL GROUP OF PALM BEACH, INC., and the initial address of this corporation shall be 7950 N.W. 53rd Street, Suite 210, Miami, Florida 33166.

ARTICLE II

This corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE III

The capital stock authorized, the part value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares</u>	<u>Par Value</u>	<u>Class</u>
<u>Authorized</u>	<u>Per Share</u>	<u>Stock</u>
1,000	1.00	Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation.

**ARTICLE IV**

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

**ARTICLE V**

The initial office of this corporation shall be at 100 N.E. 3rd Avenue, Suite 400, Ft. Lauderdale, Florida 33301, with the privilege of having its offices and branch offices at other places within the State of Florida. The initial registered agent at that address shall be JAMES L. BERGER.

**ARTICLE VI**

This corporation shall have at least one director, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by majority vote thereafter, determine that the corporation be managed by the stockholders.

**ARTICLE VII**

The Board of Directors of this corporation shall initially consist of one director. The first director of the corporation shall hold office until the first annual meeting of Shareholders and until successor duly elected and qualified. The name and address of the initial Board of Directors shall be

OSVALDO MARTINEZ  
7950 N.W. 53RD STREET  
Suite 210  
Miami, Florida 33166

**ARTICLE VIII**

The name and address of the Incorporator is JAMES L. BERGER, ESQ., 100 N.E. 3rd Avenue, Suite 400, Ft. Lauderdale, Florida 33301.

**ARTICLE IX**

No contract or other transaction between this corporation and on or more of its directors or any other corporation, firm, association, or entity in which one or more of its directors are directors or officers or are financially interested shall be either void or voidable because of such relationship or interest, because such director or directors are present at the meeting of the board of directors or a committee thereof which authorized, approves, or ratifies such contract or transaction, or because his or their votes are counted for such purpose, if:

(a) The fact of such relationship or interest is disclosed or known to the board of directors or committee which authorized approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interest directors;

(b) The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve, or ratify such contract or transaction by a vote or consent sufficient of the purpose without counting the votes or consents of such interested directors; or

(c) The Contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the board, a committee, or the shareholders.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction.

#### ARTICLE X

The private property of the stockholders shall not be subject to payment of the corporate debts in any event.

#### ARTICLE XI

This corporation shall indemnify and may insure its officers and directors to the fullest extent permitted by law either now or hereafter.

IN WITNESS WHEREOF, I, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this \_\_\_\_ day of May, 1996.

  
\_\_\_\_\_  
JAMES L. BERGER ESQ.

STATE OF FLORIDA )  
                          )  
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared JAMES L. BERGER, ESQ. to me known to be the person described in and who executed the foregoing Articles of Incorporation, who, after being duly sworn under oath, acknowledged before me that he executed the same for the purpose therein expressed.

WITNESS my hand and official seal in the State and County aforesaid this \_\_\_\_ day of May, 1996.

\_\_\_\_\_  
Notary Public

My Commission Expires:

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR SERVICE OF PROCESS WITHIN THE STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In compliance with the laws of Florida, the following is submitted:

First, that NATIONSMED MEDICAL GROUP OF PALM BEACH, INC., desiring to organize under the laws of State of Florida, has named JAMES L. BERGER, ESQ., as its statutory Registered Agent.

Having been named the statutory Registered Agent of the above corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the Provisions of Florida law relative to keeping the registered office open, and I accept the obligations of section 607.325 F.S.

BY: James L. Berger  
JAMES L. BERGER, ESQ.  
As Registered Agent

Dated: this \_\_\_\_ day of  
May, 1996.

FILED  
96 MAY 29 PM 1:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA