05-31-1996 3:49PM FROM ARAZOZA COMAS P.A. TO 9049224000 P.01

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TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: ARAZOZA, COMAS, DE TORRES & FERNANDE
101 MADEIRA AVE
CORAL GABLES FL 33134-
CONTACT: CARLOS F ARAZOZA
PHONE: (305) 444-6226
FAX: (305) 442-4029

((H96000007692)) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: RUBEN GONZALEZ VALLINA, P.A.

FAX AUDIT NUMBER: H96000007692 CURRENT STATUS: REQUESTED
DATE REQUESTED: 05/31/1996 TIME REQUESTED: 15:49:17
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# CERTIFICATE OF INCORPORATION

# OF

# RUBEN GONZALEZ VALLINA, P.A.

The undersigned subscribers to these articles of incorporation hereby associate themselves together to form a corporation under the laws of the State of Florida.

## ARTICLE I

## NAME

The name of this corporation is Ruben Gonzalez Vallina, P.A.

## ARTICLE II

## GENERAL NATURE OF BUSINESS

The corporation will provide Medical services as permitted under the laws of the United States and of the State of Florida.

## ARTICLE III

## CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a nominal or par value of One ($1.00) Dollar per share. All said shares shall be payable in cash, property, labor or services at a valuation to be fixed by the Board of Directors at a meeting called for that purpose. Property, labor or services may be purchased or paid for with capital stock at a just valuation to be fixed by the Board of Directors.

## ARTICLE IV

## INITIAL CAPITAL

The amount of capital with which this corporation will begin business is not less than $100.

## ARTICLE V

## TERM OF EXISTENCE

This corporation is to exist perpetually.

Prepared by: Teresa de Torres, Esq.
101 Madeira Ave.
Coral Gables, FL 33134
(305) 444-0226
Florida Bar No. 0746770

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## ARTICLE VI

## ADDRESS

The initial office address of the principal office of this corporation in the State of Florida is 2 De Leon Drive, Coral Gables, Florida 33134. The Board of Directors may from time to time move the principal office to another address in Florida.

## ARTICLE VII

## DIRECTORS

This corporation shall have not less than one director, however, the number of directors may be increased or diminished from time to time by By-laws adopted by the stockholders, but shall never be less than one.

## ARTICLE VIII

## INITIAL DIRECTORS

The name and post office address of the sole member of the first Board of Directors is:

| Office | Name | Address |
|---|---|---|
| President and Treasurer | Ruben Gonzalez Vallina | 2 De Leon Drive<br>Miami Springs, FL 33166 |

## ARTICLE IX

## SUBSCRIBER

The name and post office address of the subscriber of these articles of incorporation, the number of shares of stock that he agrees to take and the value of the consideration therefore is:

| Name | Address | Shares | Consideration |
|---|---|---|---|
| Ruben Gonzalez Vallina | 2 De Leon Drive<br>Miami Springs,<br>FL 33166 | 100 | $100 |

## ARTICLE X

## AMENDMENT

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 Stockholders, and approved at a stockholders' meeting by two thirds of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a

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written statement manifesting their intention that a certain amendment of these articles of incorporation made.

## ARTICLE XI

## PROFESSIONAL SERVICES

The professional services of the Corporation shall be rendered only through officers, employees, and agents who are duly licensed or otherwise legally authorized to practice medicine within the State of Florida. Professional services shall be rendered in each case by the officer, employee, or agent designated solely by this Corporation, acting through its duly elected officers. This provision shall not be applicable to the extent it is in conflict with the law of the professional rules of medical practice.

## ARTICLE XII

## REGISTERED OFFICE AND REGISTERED AGENT

That Ruben Gonzalez Vallina, 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 Miami, County of Dade, State of Florida, hereby designates Ruben Gonzalez Vallina as its Registered Agent, to accept services within the State. The registered office of the corporation shall be 2 De Leon Drive, Miami Springs, Florida 33166.

WITNESS the hand and seal of the incorporators in Dade County, State of Florida, this 30th day of May, 1996.

Ruben Gonzalez Vallina

STATE OF FLORIDA )
) SS:
COUNTY OF DADE )

PERSONALLY appeared before me, Ruben Gonzalez Vallina, to me well known to be the subscriber to the foregoing Articles of Ruben Gonzalez Vallina, P.A., who being by me first duly sworn, acknowledges that he signed the same for the purposes therein expressed.

WITNESS my hand and seal at Coral Gables, Dade County, Florida this 30th day of May, 1996.

Teresa de Torres-Magluta

NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

My commission expires:

NOTARY PUBLIC STATE OF FLORIDA
TERESA M. DE TORRES-MAGLUTA
COMMISSION # CC 348044
EXPIRES JAN 29, 1998
BONDED THRU
ATLANTIC BONDING CO., INC.

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

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

FIRST: That Ruben Gonzalez Vallina, P.A., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Miami, State of Florida, has named Ruben Gonzalez Vallina its Agent to accept service of process within Florida.

Having been named to accept service of 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.

RUBEN GONZALEZ VALLINA

Date: May 30th 1996

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LAZARUS CORPORATE INDUSTRIES, INC.
Requestor's Name

890 S.W. 87 AVENUE SUITE: 16
Address

MIAMI, FLORIDA 33174 (305)552-5973
City/State/Zip Phone #

LOCAL REPRESENTATIVE TALLAHASSEE

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (If known):**

1. Ruben Gonzalez Valina M.D., P.A.
(Corporation Name) (Document #)
2. ______ (Corporation Name) (Document #)
3. ______ (Corporation Name) (Document #)
4. ______ (Corporation Name) (Document #)

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| | Other |

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

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION

PURSUANT TO SECTION 607.1006, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION ADOPTED THE FOLLOWING ARTICLES TO AMEND TO ITS ARTICLES OF INCORPORATION.

THE NAME OF THE CORPORATION IS: **RUBEN GONZALEZ VALLINA, P.A.**

AMENDMENT ARTICLE I
THE NAME OF THE CORPORATION IS CHANGED TO: **RUBEN GONZALEZ VALLINA, M.D., P.A.**

THIS ARTICLES OF AMENDMENT WAS ADOPTED ON THE 14TH DAY OF JUNE 1996. THE CORPORATION HAS ONLY ONE GROUP OF VOTING STOCK. THIS AMENDMENT WAS UNANIMOUSLY ADOPTED. THE AMENDMENT WAS APPROVED BY THE SHAREHOLDERS. THE NUMBER OF VOTES CAST FOR AMENDMENT WAS SUFFICIENT FOR APPROVAL.

RUBEN GONZALEZ VALLINA, P.A.
CORPORATION NAME

BY ______________________ M.D.
PRESIDENT

RUBEN GONZALEZ VALLINA
PRINT NAME