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95 JUL-6 PM 1:55
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

65-96

Palm Beach Review
Requester's Name

Address

City State Zip Phone

VALIDATION ONLY

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-06/06/96--01058--004
***122.50 ***122.50

CORPORATION(S) NAME

C I Endoscopy of Palm Beach, Inc.

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> NonProfit	<input type="checkbox"/> Foreign	<input type="checkbox"/> Mark
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Reservation	<input type="checkbox"/> Change of Registered Agent
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Photo Copies	<input type="checkbox"/> Certificate Under Seal
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
		<input type="checkbox"/> Mail Out

RECEIVED
95 JUL-6 PM 11:23
DIVISION OF CORPORATIONS

Empire Toll Free: 1-800-432-3028

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

CERTIFIED COPY

ARTICLES OF INCORPORATION
OF
G I ENDOSCOPY OF PALM BEACH, INC.

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TALLAHASSEE, FLORIDA

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I the undersigned, for the purpose of becoming a corporation under and pursuant to the laws of the State of Florida providing for the formation, liability, rights, privileges and immunities of corporations for profit, and for the purpose, do hereby certify, declare and set forth as follows, to-wit:

ARTICLE I: Name. The name of this corporation shall be
G I ENDOSCOPY OF PALM BEACH, INC.

ARTICLE II: General Purpose of Corporation. This corporation is initially organized as an ambulatory surgery center, and transacting any and all lawful business for which corporation may be incorporated under the laws of the State of Florida, including but not limited to the following:

a. To improve, buy, sell, exchange, mortgage, rent, lease, invest in, build, erect, equip, maintain, deal in and with, dispose of, manage and operate real property, both improved and unimproved, and personal property of whatsoever kind or nature as owner, agent, factor, or broker; to build, construct and alter houses, buildings and structures of whatsoever nature or kind; and to borrow money thereon by mortgages or otherwise, to buy, sell and deal in loans secured by mortgages or other liens on real property or personal of all kinds and description.

b. To purchase, manufacture, acquire, hold, own, mortgage, hypothecate, pledge, lease, sell, assign, transfer, invest in, trade in, deal in, borrow and lend money upon goods,

wareh, merchandise and real personal property of every kind and description.

c. To act as agent, broker or attorney in fact for any person, firms or corporations in buying, selling and dealing in real or personal property of whatsoever nature or kind, and any and every estate and interest therein, and choses in action secured thereby, judgments resulting therefrom and other personal property collateral thereto, in making or obtaining loans upon such property, in supervising, managing and protecting such property and loans and all interest in any claims effecting the same, in effecting insurance against fire and all other risks thereon, and in managing and conducting any legal actions, proceedings and business relating to any of the purposes herein mentioned or referred to; to register mortgages and deeds of trust of real property or chattels, and all other securities collateral thereto; to investigate and report upon the credit and financial solvency and sufficiency of borrowers and sureties upon such securities; and to transact all or any other business which may be necessary or incidental or proper to the exercise of any or all of the purposes of the corporation.

d. To subscribe for, purchase, invest in, hold, own, assign, pledge and otherwise dispose of shares of capital stock, bonds, mortgages, debentures, notes, and other securities, obligations, contracts and evidence of indebtedness of any persons, firms, associations or other corporations, whether domestic or foreign, and to exercise in respect of any such shares of stock, bonds and other securities, any and all rights, powers and

P. 01

privileges of individual ownership, including the right to vote thereof, and issue bonds and other obligations and to secure the same by pledging or mortgaging the whole or any part of the property of the company, and to sell such bonds and other obligations for proper corporate purposes, and to do any and all acts and things tending to increase the value of the property at any time held by the corporation.

e. To acquire, grant, hold, undertake and fully exploit the goodwill, property rights, franchises, and assets of every kind, and the liabilities of any person, firm, association or corporation, either wholly or partly, and to pay for the same in cash, stocks or bonds of the company or otherwise.

f. To borrow money and contract debts when necessary in the purchase or acquisition of real, personal and intangible property, business rights or franchises, or for additional working capital, or for any other object in or about its business or affairs and without limit as to amount; to incur debts and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, warrants, debentures obligations, negotiable and transferable instruments and evidences of indebtedness of all kinds, whether secured by mortgage, pledge, deed of trust or otherwise.

g. In any manner to acquire, enjoy, utilize and to dispose of patents, copyrights and trademarks, and any licenses or other rights or interest therein and thereunder.

h. To conduct business and operations and to have one or more offices, and hold, purchase, mortgage, lease, dispose of,

P. 04
deal in, and convey real and personal property without restrictions in this state and in any other of the several states, territories, possessions and dependencies of the United States, the District of Columbia and in any and all foreign countries.

i. To purchase or otherwise acquire, become interested in, deal in and with, invest in, hold, pledge, sell, mortgages, notes, evidences of indebtedness, leases, options, certificates, evidencing shares of or interest in common law trusts, trust and other trust estates or associations, certificates of trust or beneficial interest in trusts, mortgages, contracts and other instruments, securities and rights, to investigate and report with respect to, and to undertake, carry on, aid, assist or participate in the organization, liquidation or reorganization of financial, commercial, mercantile, manufacturing, industrial or other business concerns, firms, associations, and mercantile, financial and industrial enterprises and operations.

j. To engage in and carry on any advertising business in connection with property of any nature, owned, leased or otherwise acquired by this corporation, as principal, or agent, with powers to let contracts for any such advertising, and to make and carry out contracts of every kind and nature that may be conducive to the accomplishment of any purpose of the corporation.

k. To do any and all things, and everything necessary and proper for the accomplishment of the objects enumerated in these Articles of Incorporation, of any amendment thereto necessary and incidental to the protection and benefit of the corporation, including the right of the corporation or its stockholders to pay

state and federal taxes under any plan in or they may elect and as shall be approved by such taxing authority; and in general to carry on any lawful business necessary or incidental to the attainment of the objects of the corporation, whether or not such business is similar in nature to the objects set forth herein, it being understood that the enumeration of specific powers in these Articles of Incorporation shall not be deemed to be exclusive but all other lawful powers conferred by the Statutes of the State of Florida are hereby included.

ARTICLE III: Capital Stock. The capital stock of this corporation shall be one thousand (1000 shares of \$1.00 par value).

ARTICLE IV: Pre-Emptive Rights. Every stockholder shall on the sale for cash of any new stock of the same class as that which he already holds, 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 V: Corporate Duration. This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE VI: Initial Registered Office, Initial Registered Agent and Principal Place Of Business. The initial registered office of this corporation and its principal place of business shall be 1411 North Flagler Drive, Suite 3000, West Palm Beach, Florida 33401, with the privilege of having branch offices at other places within or without the State of Florida. The initial registered agent of said corporation at the above address shall be SIDNEY NEIMARK, M.D.

ARTICLE VII: Initial Board of Directors and Officers.

The names and post office addresses of the initial Board of Directors of this corporation who shall hold office for the first year until their successors are chosen, shall be:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
SIDNEY NEIMARK, M.D.	16 Surrey Road Palm Beach Gardens FL 33418	Pres., Vice Pres. Sec. and Treas.

The corporation shall have at least one (1) and not more than five (5) directors, and a person shall be required to own, hold or control stock in the corporation as a conditions precedent to holding an office.

ARTICLE VIII: The names and post office addresses of the incorporators of this corporation are as follows:

<u>NAME</u>	<u>ADDRESS:</u>	<u>NO. OF SHARES:</u>
SIDNEY NEIMARK, M.D.	16 Surrey Road Palm Beach Gardens FL 33418	500

ARTICLE IX: Amendment. This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation, in the manner now or hereafter prescribed by Statute.

Directors of this corporation shall have the power to make or amend the By-laws and to fix any amount to be reserved for working capital.

The private property of the stockholders shall not be subjected to the payment of the corporate debts in any extent whatsoever. The corporation shall have a first lien on the shares of its members and upon the dividends due them for any indebtedness

of such members of the corporation.

ARTICLE X: The initial capital of the corporation shall be one-thousand dollars (\$1,000.00).

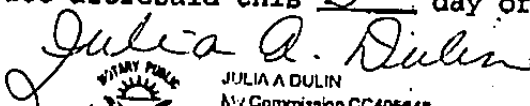
IN WITNESS WHEREOF, I, the undersigned, being the original incorporator to the capital stock hereinabove named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, to make and file these Articles, hereby declaring and certifying that the facts herein stated are true, and I do agree to take the number of shares hereinabove set forth, and hereunto set my hand and seal this 3 day of June, 1996.


SIDNEY NEIMARK, M.D.

STATE OF FLORIDA)
COUNTY OF PALM BEACH) SS:

Before the undersigned authority, personally appeared, SIDNEY NEIMARK, M.D., who has produced a valid Florida driver's license as identification and to me well known to be the person described in and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal in the County and State aforesaid this 3rd day of June, 1996.


JULIA A. DOLIN
My Commission CC405648
Expires Sep. 07, 1998
NOTARY PUBLIC, State of Florida
My commission expires:

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


In pursuant of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First - That G I ENDOSCOPY OF PALM BEACH, INC. desires to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at City of West Palm Beach, County of Palm Beach, State of Florida as its agent to accept service of process within this state.

ACKNOWLEDGMENT

(Must be signed by designated agent)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


SIDNEY NRIMARK, M.D.
Registered Agent

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06 JAN -6 PM 1:55
CLERK OF STATE
TALLAHASSEE, FLORIDA