

P 96.0000 49150

5-31-96 Lisa

PETER MINEO

1 EAST BROWARD BLVD. #700

FORT LAUDERDALE FL 33301

463-81000

VALIDATION ONLY

RECEIVED  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

95 JUN 10 AM 9:21

FILED

100001848721  
-06/04/96--01044--019  
\*\*\*122.50 \*\*\*122.50

CORPORATION(S) NAME

MEDICAL Pulmonary Associates, P.A.

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

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

W46-12044  
502  
W46-11738  
502  
CERTIFIED COPY

ROMESBER JUN 10 1996

Phone Toll Free: 1-800-432-3028



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

June 4, 1996

EMPIRE

TALLAHASSEE, FL 32301

SUBJECT: UNIVERSITY MEDICAL GROUP, P.A.  
Ref. Number: W96000011738

We have received your document for UNIVERSITY MEDICAL GROUP, P.A. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

The specific nature of business of the professional association must be stated in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6904.

Freida Chesser  
Corporate Specialist

Letter Number: 596A00027818

RECEIVED  
95 JUN -6 AM 11:23  
DIVISION OF CORPORATIONS



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

June 6, 1996

**EMPIRE**

**TALL, FL 32301**

**SUBJECT: UNIVERSITY MEDICAL ASSOCIATES, P.A.**  
**Ref. Number: W96000012044**

**FILED**  
**96 JUN 10 AM 9:21**  
**TALLAHASSEE, FLORIDA**

We have received your document for **UNIVERSITY MEDICAL ASSOCIATES, P.A.** and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6904.

**Freida Chesser**  
Corporate Specialist

**Letter Number: 296A00028374**

**96 JUN 10 AM 9:01**  
**TALLAHASSEE, FLORIDA**

**ARTICLES OF INCORPORATION**

**OF**

**CENTRAL MEDICAL GROUP, P.A.**

The undersigned desiring to form a corporation for the purposes hereinafter stated under and pursuant to the laws of the State of Florida, do hereby declare as follows:

**ARTICLE I**

**NAME**

The name of the corporation shall be **CENTRAL MEDICAL GROUP, P.A.**

**ARTICLE II**

**BUSINESS AND PURPOSE**

This corporation may engage in any activity or business permitted under the laws of the State of Florida, and shall enjoy all the rights and privileges of a corporation granted by the laws of the State of Florida.

To operate a medical practice.

**ARTICLE III**

**STOCK**

The maximum number of shares of stock which this corporation is authorized to have outstanding at any time shall be 1,000 shares of common stock having a par value of \$1.00 per share. The capital stock may be paid for in property, labor, or services at a just valuation, to be fixed by the incorporators or by the directors at a meeting called for such purpose or at the organization meeting. Property, labor or services may be purchased or paid for with the

FILED  
JUN 10 AM 9:22  
TALLAHASSEE, FLORIDA

capital stock at a just valuation of said property, to be fixed by the directors of the company. Stock in other corporations or going businesses may be purchased by the corporation, in return for the issuance of its capital stock, and said purchase shall be on such basis and for such consideration as the issuance of so much of the capital stock as the directors of the company may decide.

#### **ARTICLE IV**

##### **TERM OF EXISTENCE**

This corporation shall have a perpetual existence unless sooner dissolved according to law.

#### **ARTICLE V**

##### **PRINCIPAL OFFICE**

The principal office or place of business of the corporation shall be located at 7707 NORTH UNIVERSITY DRIVE SUITE 107 TAMARAC FL. 33321 with privilege of having its offices and branch offices at other places within or without the State of Florida.

#### **ARTICLE VI**

##### **REGISTERED OFFICE AND REGISTERED AGENT**

The Registered Agent of this corporation shall be a resident of Broward County, Florida, and the Registered office of the corporation shall be One East Broward Blvd, Suite 700, Ft. Lauderdale, Florida, 33301.

## ARTICLE VII

### BOARD OF DIRECTORS

The affairs of the corporation shall be conducted by a Board of Directors. the initial Board of directors shall consist of not less than three and not more than seven directors.

## ARTICLE VIII

### INITIAL DIRECTORS

The names and street addresses of the first Board of Directors who, subject to the provisions of these Articles of Incorporation, shall hold office for the first year of the corporation's existence or until their successors are elected and shall have qualified are as follows:

Douglas E. Weiner	6610 N. University Drive Tamarac Fl.
Barry Streit	6610 N. University Drive Tamarac Fl.
Charles E. Lieber	6610 N. University Drive Tamarac Fl.
Tonel Zeiger	5834 N.W. 35th Way Boca Raton fl

## ARTICLE IX

### SUBSCRIBERS

The names and street addresses and the number of shares of stock subscribed to by each person signing these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>	<u>NUMBER OF SHARES</u>
Douglas E. Weiner	as above	250
Barry Streit	as above	250
Charles E. Lieber	as above	250
Tonel Zeiger	as above	250

## **ARTICLE X**

### **INITIAL OFFICERS**

The names, offices and street addresses of the first officers of this corporation, who, subject to the provisions of these Articles of Incorporation, shall hold office for the first year of the corporation's existence or until their successors are elected and shall have qualified, are the following:

<b><u>NAME</u></b>	<b><u>OFFICE</u></b>	<b><u>ADDRESS</u></b>
Douglas E. Weiner	President	as above
Barry Streit	Vice President	as above
Charles E. Lieber	Secretary	as above

## **ARTICLE XI**

### **MANAGEMENT**

The corporation shall be managed by the Board of Directors which shall exercise all powers conferred under the laws of the State of Florida, including without limitation the power:

**SECTION A:** To hold meetings, to have one or more offices, and to keep the books of the corporation, except as otherwise expressly provided by law, at such places, whether within or without the State of Florida, as may from time to time be designated by the Board.

**SECTION B:** To make, alter, and repeal By-Laws of the corporation, subject to the reserved power of the stockholders to make, alter and repeal By-Laws.

**SECTION C:** To determine whether and to what extent and at what times and places and under what conditions and regulations the

accounts and books of the corporation, or any of them, shall be open to the inspection of the stockholders, and no stockholder shall have any right to inspect any account, record, book or document of the corporation, except as conferred by the law of the State of Florida or as authorized by the Board.

SECTION D: To declare and pay dividends upon the shares of capital stock of the corporation either out of net assets in excess of liabilities including capital and of such net earnings, all in accordance with the provisions of the laws of the State of Florida.

SECTION E: To fix and determine from time to time, an amount to be set apart out of any of the funds of the corporation available for dividends, a reserve or reserves for working capital or any other proper purpose or to abolish any such reserve or reserves.

SECTION F: To make any lawful disposition of any paid in or capital surplus, or create any reserves out of the same, or charge to the same organizational expenses or other similar expenses properly chargeable to the capital account.

SECTION G: To use or apply any funds of the corporation, lawfully available therefor, for the purchase or acquisition of shares of the capital stock or bonds or other securities of the corporation, in the market or otherwise, at such prices as may be fixed by the Board, and to such extent and in such manner and for such purposes and upon such terms as the Board may deem expedient and as may be permitted by law.

SECTION H: From time to time in such manner and upon such



terms and conditions as may be determined by the Board, to provide and carry out and recall, abolish, revise, alter, or change, one or more plan or plans, for:

(1) The issue or the purchase and sale of its capital stock or granting of options therefor to any or all of the employees, officers, or directors of the corporation, or of any subsidiaries, and the payment of such stock in installments or at one time, with or without the right to vote thereof pending payment therefor in full, and for aiding any such persons in paying for such stock by contributions, compensation for services, or otherwise;

(2) The participation by any or all of the employees, officers or directors of the corporation, or of any subsidiaries in the profits of the corporation or of any branch, division or subsidiary thereof, as part of the corporation's legitimate expenses; and,

(3) The furnishings of any or all of the employees, officers or directors of the corporation, or of any subsidiaries, at the expense, wholly or in part, of the corporation, of insurance against accident, sickness or death, pensions during old age, disability or unemployment, or retirement benefits.

SECTION I: From time to time to authorize and issue obligations of the corporation, secured or unsecured, to include therein such covenants and restrictions and such provisions as to redeemability, subordination, convertibility, or otherwise and with such maturities, as the Board in its sole discretion may determine,

and to authorize the mortgaging of, granting a security interest in, or pledging of, as security therefor, any part or all of the property of the corporation, real or personal, including after acquired property.

#### **ARTICLE XIX**

##### **TRANSACTIONS WITH RELATED PARTIES**

1. No contract or other transaction between a corporation and one or more of its directors or any other corporation, firm, association or entity in which one or more of its directors or officers are financially interested, shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, 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 authorizes, approves or ratifies the contract or transaction by a votes or written consent sufficient for the purpose without counting the votes or consents of such interested directors; or

(b) The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorized, approve or ratify such contract or transactions by vote or written consent; or

(c) The contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the Board or

a committee for the Board.

2. 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 approves or ratifies such contract, or transaction.

ARTICLE XIII

EFFECTIVE DATE

The effective date of this corporation shall be the date of the filing of these articles.

IN WITNESS WHEREOF, I have made, subscribed and acknowledged these Articles of Incorporation on May 16th 1996.

  
\_\_\_\_\_  
Douglas E. Weiner

STATE OF FLORIDA     )  
                              ) ss:  
COUNTY OF BROWARD    )

ON THIS 16th day of May, 1996 BEFORE ME, an officer duly authorized to administer oaths and take acknowledgements in the County and State aforesaid, personally appeared, Douglas E. Weiner, to me well known to be the incorporator described in and who acknowledged and executed the same as such incorporator for the purposes therein expressed.

My commission expires: 12/28/98   
Notary Public, State of Florida



"OFFICIAL SEAL"  
Sandra Zeiger  
My Commission Expires 12/28/98  
Commission #CC 430080

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

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

FIRST CENTRAL MEDICAL GROUP, 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 , State  
of Florida, has named Peter Mineo Jr., as its agent and to accept  
service of process within this State.

SECOND Peter Mineo, Jr. having been named to accept service of  
process for the above stated corporation, at the 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.

  
Peter Mineo, Jr.