

P. 96000050946

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TELEPHONE (407) 839-0088
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818 WALKER, SUITE 850
HOUSTON, TEXAS 77004
TELEPHONE (713) 222-0944
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June 3, 1996

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

REPLY TO:
Miami

100001850661
-06704796--01144--013
***122.50 ***122.50

Re: KATHERINE DALE GENTHER, M.D., P.A.
Our File No. 94-1061

Dear Sir or Madam:

Enclosed is an original and one copy of Articles of Incorporation of KATHERINE DALE GENTHER, M.D., P.A., a Florida corporation. Also enclosed is a check in the amount of \$122.50 for payment of the filing and certified copy fee.

Please file the Articles as per the regular procedures and return the copy, certified, in the self-addressed stamped envelope provided herewith for your convenience.

Your cooperation in this matter is greatly appreciated.

Sincerely,

HOLTZMAN, KRINZMAN,
EQUELS & FURIA, P.A.

Judy Wikel Baxter
Judy Wikel Baxter
Legal Assistant

FILED
96 JUN -4 PM 12:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

/jwb
Enclosures

WPWIN-41901

*96/12/20
Judy Wikel Baxter
6/14/96*



COPY

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 7, 1996

HOLTZMAN, KRINZMAN, EQUELS & FURIA, P.A.
2601 SOUTH BAY SHORE DRIVE
SUITE 600
MIAMI, FL 33133

SUBJECT: KATHERINE DALE GENTHER, M.D., P.A.
Ref. Number: W96000012126

We have received your document for KATHERINE DALE GENTHER, M.D., 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 registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

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) 487-6933.

Dana Farmer
Document Specialist

Letter Number: 396A00028506

RECEIVED

ARTICLES OF INCORPORATION
OF
KATHERINE DALE GENTHER, M.D., P.A.

FILED
96 JUL -4 PM 12: 20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned does hereby execute, 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

The name of this corporation shall be:

KATHERINE DALE GENTHER, M.D., P.A.

ARTICLE II

This corporation shall commence its perpetual existence on June 3, 1996.

ARTICLE III

The general nature of the business to be transacted by the corporation shall be to engage in the practice of medicine. The professional services involved in the corporation's practice of medicine may be rendered only through its officers, agents and employees who are duly authorized to practice law in the State of Florida.

The corporation shall not engage in any business other than the practice of medicine; however, the corporation may invest its funds in real estate, mortgages, stocks, bonds or other types of investments and may own real and personal property necessary for the rendering of the professional services authorized hereby.

ARTICLE IV

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 100 shares at no par value, which shall be common stock of the same class. All stock issued shall be fully paid and nonassessable.

ARTICLE V

The principal office of this corporation shall be located in the City of Miami, County of Dade, State of Florida, and the street address of said principal office of the corporation shall be 11630 S.W. 62nd Avenue, Miami, Florida 33156.

ARTICLE VI

The number of directors of this corporation shall not be less than one (1), no more than five (5).

ARTICLE VII

The name and street address of each member of the first Board of Directors, who, subject to the provisions of the Bylaws and these Articles of Incorporation, shall hold office for the first year of the corporation's existence or until her successor is elected and has qualified, are as follows:

Katherine Dale Genter, M.D.
11630 S.W. 62nd Avenue
Miami, Florida 33156

ARTICLE VIII

The name and address of the Subscribing Incorporator is:

Alan E. Krinzman
2601 S. Bayshore Drive
Suite 600
Miami, Florida 33133

ARTICLE IX

The stock of this corporation may be issued, owned and registered only in the name or names of an individual or individuals who are duly licensed to practice law in the State of Florida, and who are employees, officers, or agents of this corporation.

ARTICLE X

No stockholder of this corporation may sell or transfer any of his/her shares of stock in this corporation except to another doctor in the State of Florida.

The corporation's Board of Directors is specifically authorized from time to time to adopt Bylaws and/or enter into one or more stockholders' agreements or other agreements, not inconsistent herewith, further restraining the alienation of shares of stock of this corporation and providing for the purchase or redemption by the corporation of its shares of stock.

ARTICLE XI

In furtherance of, and not in limitation of, the powers conferred by statute, the following specific provisions are made for the regulations of the business and the conduct of the affairs of the corporation:

1. Subject to such restrictions, if any, as are herein expressed and to such further restrictions, if any, as may be set forth in the Bylaws, the Board of Directors shall have the general management and control of the business and may exercise all of the powers of the corporation except such as may be by statute, or by the Article of Incorporation or amendment thereto, or by the Bylaws as constituted from time to time, expressly conferred upon or reserved to the stockholders.

2. The corporation shall have such officers as may from time to time be provided for in the Bylaws and such officers shall be designated in such manner and shall hold their offices for such terms and shall have powers and duties as may be prescribed by the Bylaws or as may be determined from time to time by the Board of Directors subject to the Bylaws.

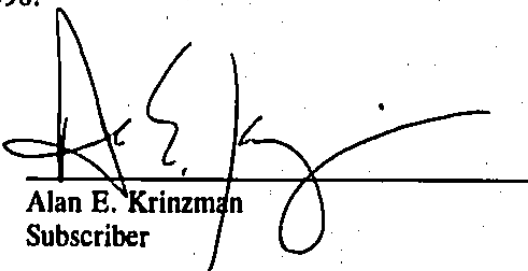
3. The directors and officers elected or appointed by the stockholders or by the Board of Directors may be removed at any time or without cause, in such manner as may be provided in the Bylaws.

4. The Board of Directors shall have exclusive power to make, alter and repeal the Bylaws of the corporation.

ARTICLE XII

The initial registered office of this corporation shall be at 2601 S. Bayshore Drive, Suite 600, Miami, Florida 33133, and the initial registered agent of the corporation at such office shall be Alan E. Krinzman, who by his signing of these Articles of Incorporation accepts this designation and agrees to comply with the provisions of Section 48.091, Florida Statutes (1981) as amended from time to time, with respect to keeping an office open for service of process. The mailing address of the said registered agent shall be 11630 S.W. 62nd Avenue, Miami, Florida 33156.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 3rd day of June, 1996.

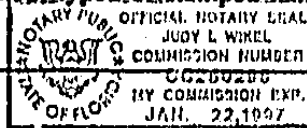

Alan E. Krinzman
Subscriber

STATE OF FLORIDA)
COUNTY OF DADE)

THE FOREGOING INSTRUMENT was acknowledged before me this 3rd day of June, 1996, by Alan E. Krinzman, who is personally known to me.

Judy L. Wikel
Notary Public

Printed, typed or stamped name:



My commission expires:

CERTIFICATE DESIGNATING AGENT

(F.S. Sec. 48.091)

BE IT KNOWN THAT:

KATHERINE DALE GENTHER, M.D., P.A., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in Dade County, Florida, has named ALAN E. KRINZMAN, whose address is 2601 S. Bayshore Drive, Suite 600, Miami, Florida 33133, as its agent to accept service of process within Florida.

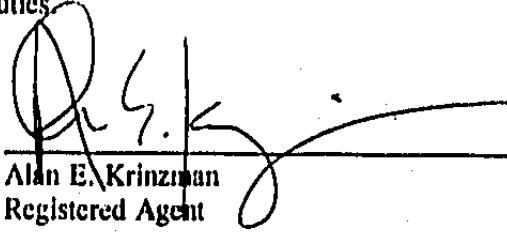
By: Alan E. Krinzman

Alan E. Krinzman

DATED this 3rd day of June, 1996.

ACCEPTANCE

Having been named to accept service of process for KATHERINE DALE GENTHER, M.D., P.A., at 2601 S. Bayshore Drive, #600, Miami, FL, and 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.

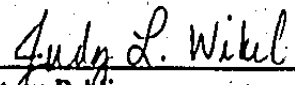


Alan E. Krinzman
Registered Agent

DATED this 3rd day of June, 1996.

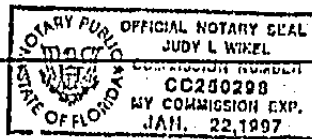
STATE OF FLORIDA)
COUNTY OF DADE)

THE FOREGOING INSTRUMENT was acknowledged before me this 3rd day of June, 1996, by Alan E. Krinzman, who is personally known to me.



Notary Public

Printed, typed or stamped name:



My commission expires:

doc. 41894

FILED
96 JUN -4 PM 12:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA