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LAW OFFICES

SETH STOPEK, P.A.

FIRST UNION FINANCIAL CENTER
200 SOUTH DISCAYNE BOULEVARD • SUITE 2350
MIAMI, FLORIDA 33131

(305) 377-1001 • FAX (305) 379-2320

June 21, 1996

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

100001874211
-06/25/96--01022--016
****122.50 ****122.50

Re: Gordon G. Souaid, M.D., P.A.
Our File No. 8009

Gentlemen:

Enclosed herewith for filing are three executed copies of the Articles of Incorporation for the above together with the check for the filing fee, certified copy and Registered Agent Designation of \$122.50.

Please forward your certificate and the certified copy to this office.

Thank you.

Sincerely yours,

Seth Stopek

FILED
96 JUN 24 PM 1:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SS:eb
Enclosure

cc: Gordon G. Souaid, M.D., P.A. (w/encl.)

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Dmc
6/26/96

ARTICLES OF INCORPORATION
OF
GORDON G. SOUAID, M.D., P.A.

FILED
96 JUL 24 PM 1:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator, signs the following Articles of Incorporation for the purpose of forming a professional service corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:

GORDON G. SOUAID, M.D., P.A.

ARTICLE II

The existence of the corporation shall commence upon the filing of these Articles of Incorporation by the Department of State and shall be perpetual.

ARTICLE III

The general purposes for which the corporation is initially organized are:

To render the following specific professional service (as defined in Section 621.03 of the Professional Service Corporation Act) and none other, to wit: the personal services rendered by physicians and surgeons as provided by Chapter 458 of the Florida Statutes or any successor statute providing therefor.

And in connection therewith and in furtherance thereof, to possess and exercise all the powers and privileges granted by the Florida General Corporation Act or by any other law of Florida or by these Articles of Incorporation together with any powers incidental thereto, so far as such powers and privileges are consistent with, and not prohibited by, the Professional Service Corporation Act.

ARTICLE IV

The maximum number of shares which the Corporation shall have authority to issue shall be 1,000 shares of common stock, having a par value of \$1.00 per share.

ARTICLE V

The initial registered agent and street address of the initial registered office of the corporation shall be:

Professional Registered Agent Corporation
c/o Seth Stopek, P.A.
First Union Financial Center
200 South Biscayne Boulevard, Suite 2350
Miami, Florida 33131

ARTICLE VI

This corporation shall have one director initially. The name and address of the initial director of the corporation, who shall hold office until his successor is elected and qualified or until his earlier resignation or removal from office is:

Gordon G. Souaid, M.D.
2999 N.E. 191st Street
Suite 330
Aventura, Florida 33180

The number of directors may be increased or decreased from time to time pursuant to the bylaws of the corporation, but shall not be less than one.

ARTICLE VII

The name and address of the incorporator of the corporation is:

Professional Registered Agent Corporation
c/o Seth Stopek, P.A.
First Union Financial Center
200 South Biscayne Boulevard, Suite 2350
Miami, Florida 33131


ARTICLE VIII

The mailing address of the corporation shall be:

2999 N.E. 191st Street
Suite 330
Aventura, Florida 33180

Executed at Miami, Florida this 21st day of June, 1996.

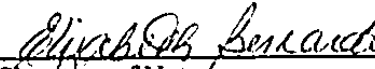
PROFESSIONAL REGISTERED AGENT
CORPORATION

By: 
SETH STOPEK, President

STATE OF FLORIDA)
) ss.
COUNTY OF DADE)

SWORN TO AND SUBSCRIBED before me this 21st day of June, 1996, by Seth Stopek, President of Professional Registered Agent Corp., a Florida corporation, on behalf of the corporation, and who:

- is personally known to me;
- produced a current driver's license as identification; or
- produced _____ as identification.


Signature of Notary


Elizabeth Bernardo
Printed Name of Notary

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of Gordon G. Souaid, M.D., P.A., the undersigned accepts such appointment, agrees to act in such capacity.

Dated this 21st day of June, 1996.

PROFESSIONAL REGISTERED AGENT
CORPORATION

By:  _____
SETI STOPEK, President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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