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TO: DIVISION OF CORPORATIONS

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FROM: FAB-T CORP. AGENTS, INC.  
CONTACT: LIDIA FERNANDEZ  
PHONE: (305)599-0039

ACCT#: 071001002335

FAX #: (305)592-9591

NAME: ORLANDO E. SILVA, M.D., P.A.  
AUDIT NUMBER.....H96000012143  
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.  
CERT. OF STATUS..0  
CERT. COPIES.....1

PAGES..... 6  
DEL.METHOD.. FAX  
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**ARTICLES OF INCORPORATION  
OF  
ORLANDO E. SILVA, M.D., P.A.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, natural person, competent and licensed to practice medicine in the State of Florida, acting hereby as Incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of Section 607, Florida General Corporation Act of the Florida Statutes, and Section 621 of the Florida Professional Service Corporation Act of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

**ARTICLE I - NAME**

The name of the corporation is ORLANDO E. SILVA, M.D., P.A., with principal place of business at 1401 Brickell Avenue, Suite 650, Miami, Florida 33131.

**ARTICLE II - COMMENCEMENT OF EXISTENCE**

The existence of the corporation will commence on the date of filing these Articles of Incorporation.

**ARTICLE III - DURATION**

The duration of the corporation is perpetual.

**ARTICLE IV - PURPOSE**

The general nature and purposes for which the corporation is organized are as follows:

- (a) To engage in every business aspect and phase of the practice of medicine, and all its fields of specializations, as are engaged in by doctors in good standing.
- (b) To engage and render the professional services involved only through its officers, agents and employees who shall be doctors in good standing and duly licensed or otherwise

Prepared by: Gonzalo R. Dorta P.A.  
Fl Bar No. 0650269  
1401 Brickell Ave., Suite 650  
Miami, Fl 33131  
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legally authorized within the State of Florida to render the same professional service as this corporation.

(c) To invest its funds in real estate, mortgages, stocks, bonds, and any other type of investments as permitted bylaw.

d) To engage in no other business other than the rendition of the professional services specified herein.

(e) To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

#### **ARTICLE V - AUTHORIZED SHARES**

The maximum number of shares that the corporation is authorized to issue and have outstanding at any time is 1,000 shares of common stock having a one dollar (\$1.00) par value. The consideration to be paid for each share may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation, with a value equal to the par value of the stock. The authorized shares of the corporation shall be noncumulative, voting common stock. The holders of the common stock of this corporation shall have all the rights and duties provided in the Articles of Incorporation, Bylaws and the corporate laws of Florida.

#### **ARTICLE VI - PREEMPTIVE RIGHTS**

Each shareholder, upon the sale for cash of any unissued stock (whether or not presently authorized and including treasury shares) of the same kind, class, or series as that which he already holds, shall have the right (subject to adjustment to avoid the issue of fractional shares) to purchase his pro-rata share of that stock at the price at which it is offered to others. This right shall be deemed waived by any holder who does not exercise it and pay for the stock

preempted within thirty days of his receipt of a notice in writing from the corporation inviting him to exercise the right.

#### **ARTICLE VII - RESTRICTION ON THE TRANSFER OF SHARES**

There shall be no transfer, sale, encumbrance or conveyance of any share or stock of this corporation unless the holder of said share or stock provides the corporation with the first opportunity to purchase said share or stock of the corporation at the book value of said share or stock as determined by the last accounting immediately before the sale. The corporation shall have fifteen (15) days from the date it receives the shareholder's written offer of sale to purchase said stock.

#### **ARTICLE VIII - INITIAL REGISTERED OFFICE AND AGENT**

The name of the corporation's initial agent is Orlando E. Silva, M.D., P.A., and the street address of the corporation's initial registered office where agent is to be found is 1401 Brickell Avenue, Suite 650, Miami, Florida 33131.

#### **ARTICLE IX - INITIAL BOARD OF DIRECTORS**

The corporation shall initially have 1 director. The number of directors may be increased from time to time, as provided in the Bylaws. The names and street address of the initial directors are:

<u>Name</u>	<u>Address</u>
Orlando E. Silva, M.D.	1401 Brickell Avenue, Suite 650 Miami, Florida 33131

#### **ARTICLE X - INCORPORATOR**

The name and street address of the incorporator is: Orlando E. Silva, M.D. with street address as follows: 1401 Brickell, Suite 650, Miami, Florida 33131.

**ARTICLE XI - BYLAWS**

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors.

**ARTICLE XII - AMENDMENTS**

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the board of directors. Thereafter, every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at shareholders' meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

**ARTICLE XIII - SEVERANCE AND TERMINATION OF EMPLOYMENT**

If any officer, director, stockholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

**ARTICLE XIV - INFORMAL DIRECTOR ACTION**

If all of the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the

secretary of the corporation, the action shall be valid as though it had been authorized at a meeting of the board of directors.

### ARTICLE XV - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the 20 day of August, 1996.

  
Orlando E. Silva, M.D., P.A.

STATE OF FLORIDA :  
: S.S.  
COUNTY OF DADE :

BEFORE ME, the undersigned authority personally appeared Orlando E. Silva, M.D., 1401 Brickell Avenue, Suite 650, Miami, Florida 33131, to me well known to be the person described in and who executed and subscribed to the foregoing Articles of Incorporation and who freely and voluntarily acknowledged before me that on this 20 day of August, he executed and subscribed to the aforesaid Articles of Incorporation for the uses and purposes set forth therein.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Miami, Dade County, State of Florida, this 20 day of August 1996

my commission expires:

  
Notary Public  
State of Florida at Large

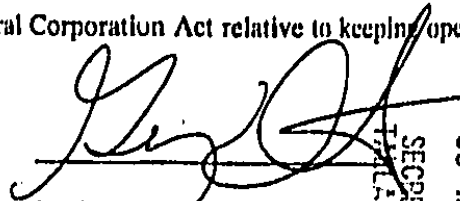
OFFICIAL NOTARY SEAL  
PATRICIA ACOSTA  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC496218  
COMMISSION EXP. SEPT 18, 1999

**ACKNOWLEDGEMENT AND STATEMENT OF  
DESIGNATED REGISTERED AGENT**

Pursuant to Chapter 607, Florida Statutes, the following is submitted:

That **Orlando E. Silva, M.D., P.A.** desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Article of Incorporation, has named **Gonzalo R. Dorta, P.A.**, 1401 Brickell Avenue, Suite 650, Miami, Florida 33131, State of Florida, as agent to accept service of process within the state.

Having been named to accept service of process for "**Orlando E. Silva, M.D., P.A.**", at the place designated in this acknowledgement, I agree to act in that capacity and to comply with the provisions of the Florida General Corporation Act relative to keeping open the registered office.

  
Registered Agent

96 AUG 30 PM 12:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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STATE OF FLORIDA :  
: S.S.  
COUNTY OF DADE :

IN WITNESS WHEREOF, the foregoing acknowledgement and statement of the designated registered agent instrument was executed and acknowledged before me this 28 day of August 1996.

\_\_\_\_\_  
Notary Public,  
State of Florida at Large

My commission expires:

silva-0\artic12s.inc