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TO: DIVISION OF CORPORATIONS

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FROM: FAS-T CORP. AGENTS, INC.  
CONTACT: LIDIA FERNANDEZ  
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ACCT#: 671001002335

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NAME: URO-DADE, P.A.

AUDIT NUMBER.....H96000013233

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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**ARTICLES OF INCORPORATION  
FOR PROFESSIONAL CORPORATION  
OF URO-DADE, P.A.**

The undersigned natural persons, 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, and Section 621, Florida Professional Service Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

**I**

The name of the Corporation shall be:

**URO-DADE, P.A.**

The initial business address shall be:

**7000 S.W. 97 Avenue, Suite 207**

**Miami, Florida 33173**

**II**

The general nature and purposes of business to be transacted, promoted and carried on by the Corporation are as follows:

1) To engage in every aspect in the practice of MEDICINE, and all its fields of specializations, as are engaged in by LICENSED MEDICAL DOCTORS.

2) To engage and render the professional services involved only through its officers, agents and employees who shall be MEDICAL DOCTORS in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this Corporation.

Prepared by: Raul D. Cabrera Esq., FBN: 869090  
4201 SW 11th St.  
Miami, Fl 33134 1  
(305) 567-1900

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- 3) To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.
- 4) To engage in no other business other than the rendition of the professional services specified herein.
- 5) 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.

### III

- 1) The maximum number of shares of stock that the Corporation is authorized to have outstanding at any time shall be 1,000 Shares of Common stock at \$1.00 par value per share.
- 2) The consideration to be paid for each share shall be payable in lawful money or property, labor or services.
- 3) Shares of the Corporation's common stock and certificates shall be issued only to LICENSED MEDICAL DOCTORS in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this Corporation.

### IV

#### Duration

The Corporation shall have perpetual existence.

### V

#### Registered Agent

The address of this Corporations' initial registered office is:

7000 S.W. 97 Avenue, Suite 207, Miami, Florida 33173

and the name of its initial registered agent at said address is:

GUILLERMO VAZQUEZ, M.D.

## VI

## Incorporator

The name and address of the Incorporator is as follows:

GUILLERMO VAZQUEZ, M.D.                      7000 S.W. 97 Avenue, Suite 207  
Miami, Florida 33173

## VII

## Board of Directors

The Corporation shall have a Board of Directors consisting of ONE persons. The number of directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders but shall never be less than ONE. The names and addresses of the initial Directors of this Corporation is:

|                         |                                                              |
|-------------------------|--------------------------------------------------------------|
| GUILLERMO VAZQUEZ, M.D. | 7000 S.W. 97 Avenue, Suite 207<br>Miami, Florida 33173       |
| THOMAS CABRERA, M.D.    | 330 S.W. 27 Avenue, Suite 203<br>Miami, Florida 33135        |
| LEON HIRZEL, III, M.D.  | 330 S.W. 27 Avenue, Suite 503<br>Miami, Florida 33135        |
| SERGIO RODRIGUEZ, M.D.  | 7500 S.W. 8 Street, Suite 304<br>Miami, Florida 33144        |
| JUAN SUAREZ, M.D.       | 5450 S.W. 8 Street, Suite 204<br>Coral Gables, Florida 33134 |

## VIII

## Informal Shareholder Action

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the Corporation as part of the corporate records.

## IX

## 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 and profits realized by the Corporation on account of professional services. The Corporation shall forthwith, upon disqualification of any shareholder, purchase such shareholder's share and pay him/her all amounts owing and lawfully due to him by the Corporation, except that such shares shall not be entitled to dividends.

## X

## 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 as valid as though it had been authorized at a meeting at the Board of Directors.

## XI

## Indemnification

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

## XII

## By-law Amendment

The power to adopt, alter, amend or repeal the by-laws of this Corporation shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of the State of Florida governing a Professional Service Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in the State of Florida this 30<sup>th</sup> day of August, 1996.

X Guillermo Vazquez N.D.  
GUILLERMO VAZQUEZ, N.D.

Incorporator

STATE OF FLORIDA)

SS:

COUNTY OF DADE)

I HEREBY CERTIFY that on the 30<sup>th</sup> day of August, 1996  
personally appeared before me, an authorized officer(s) duly  
commissioned to administer oaths and take acknowledgments,

GUILLERMO VAZQUEZ, M.D.

to me well known and known to me to be the person(s) who executed  
the foregoing Articles of Incorporation and who acknowledged that  
it was signed and executed for the uses and purposes therein  
expressed.

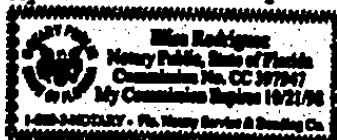
IN WITNESS WHEREOF, I have hereunto set my hand and official  
seal at Miami, Dade County, Florida, the day and year first above  
written.



NOTARY PUBLIC, State of Florida

-At Large-

My Commission Expires:



CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida. The name of the corporation is:

URO-DADE, P.A.

The name and address of the registered agent and office is:

GUILLERMO VAZQUEZ, M.D.

7000 S.W. 97 Avenue, Suite 207, Miami, Florida 33143

Signature  
President

*X Guillermo Vazquez MD*

Date

*8/30/96*

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation a accept see designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Signature

*X Guillermo Vazquez MD*

Date

*8/30/96*