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CONTACT: RAY STORMONT FAX #: (305)541-3770
PHONE: (305)541-3694

NAME: ANTHONY J. PANARELLO, M.D., P.A.
AUDIT NUMBER.....H96000015880
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ARTICLES OF INCORPORATION

OF

H96000015880

ANTHONY J. PANARIELLO, M.D., P.A.

The undersigned incorporator to these Articles of Incorporation, being a natural person competent to contract as a physician and duly licensed to render professional medical services, does hereby form a professional service corporation under the laws of the State of Florida, pursuant to the provisions of Chapters 607 and 621, Florida Statutes, and adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation shall be ANTHONY J. PANARIELLO, M.D., P.A.

ARTICLE II: NATURE OF BUSINESS

The objects and purposes to be transacted and carried on by this corporation and the professional services to be rendered in connection therewith are as follows:

1. To engage in the business of rendering professional medical services to the public including every phase and aspect of such business and to perform all acts and do all things which are or would be usual and incident to the practice of medicine and the rendition of medical services by a physician duly licensed or otherwise legally authorized under the laws of the State of Florida; but such professional services shall be rendered only through the corporation's offices, employees and agents who are duly licensed or otherwise lawfully authorized under the laws of the State of Florida to practice medicine in such state

2. To engage in every phase and aspect of the business of rendering the same professional services to the public that a physician duly licensed or otherwise lawfully authorized under the laws of the State of Florida may render, through participation in the general partnerships or limited partnerships (whether the Corporation be a general or limited partner) so long as all participating partners shall be authorized to carry on the same business of rendering professional medical services to the public either as duly licensed or otherwise lawfully authorized physicians or as a corporation formed under Chapters 607 and 621, Florida Statutes, for the purposes of rendering medical services.

3. To invest its funds in real estate, mortgages, stocks, bonds, or any other type of investments, and to own real and personal property necessary for the rendering of professional services.

4. To do all and everything necessary and proper for the accomplishment of any of the objects or purposes enumerated in these Articles of Incorporation or any amendment thereto, or in furtherance thereof or necessary or incidental to the protection and benefit of this Corporation and,

Prepared By: Louis Tertocha
One Southeast Third Ave
Suite # 1450
Miami, FL 33131
305-377-2140
FBN 389950

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.. In general, either alone or in association with other corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or the attainment of the objectives or the furtherance of such purposes or objectives for which this Corporation is formed, and to have all of the powers conferred upon this Corporation by the laws of the State of Florida or of any other state or country and not prohibited by the Professional Services Corporation Act of Florida, provided, however, that this Corporation shall not engage in any business other than the rendering of professional services for which it is organized.

5 The objects and purposes specified in these Articles of Incorporation, unless expressly limited, shall not be limited or restricted by reference to, or inference from, any provision in this or any other article of these Articles of Incorporation, shall be regarded as independent objects and purposes and shall be construed as powers as well as objects and purposes, all as permitted by law.

ARTICLE III: AUTHORIZED SHARES

The Corporation shall be authorized to create, issue and have outstanding at any time, a maximum of 100 shares of common stock having a par value of \$1.00 per share.

The whole or any part of the authorized shares of the Corporation may be issued for a consideration payable in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation, having a value as is determined from time to time by the Board of Directors of the Corporation, not less than the par value of the stock so to be issued.

ARTICLE IV: TERM OF EXISTENCE

The existence of this Corporation shall begin upon the filing of these Articles of Incorporation

The Corporation shall exist perpetually unless dissolved in accordance with the laws of the State of Florida.

ARTICLE V: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered agent and principal office of this Corporation in the State of Florida shall be:

21110 Biscayne Boulevard, Suite #206
Miami, Florida 33180

The name of the initial registered agent of this Corporation at that address shall be:

ANTHONY J. PANARIELLO, M.D., DIRECTOR

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ARTICLE VI: BOARD OF DIRECTORS

The Corporation shall be managed by a Board of Directors which shall consist of one individual

ARTICLE VII: FIRST BOARD OF DIRECTORS

The name and street address of the members of the first Board of Directors who shall hold office until their successors shall have been duly executed or appointed and have qualified are as follows:

ANTHONY J. PANARIELLO, M.D.
21110 Biscayne Boulevard, Suite #206
Miami, Florida 33180

ARTICLE VIII: INCORPORATORS

The individual organizing this Corporation and executing these Articles of Incorporation as the incorporator is duly licensed or otherwise legally authorized to practice medicine and render medical services within the State of Florida. The name and street address of the incorporator is as follows:

ANTHONY J. PANARIELLO, M.D.
21110 Biscayne Boulevard, Suite #206
Miami, Florida 33180

ARTICLE IX: SPECIAL PROVISIONS

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

1. This Corporation shall have the power to enter into, or become a partner in, any agreement for the sharing of profits, union of interests, or joint venture with any person, firm or corporation to carry on any lawful business or to make any lawful investment otherwise permitted for this Corporation.

2. The Board of Directors, by the affirmative vote of the majority of the directors then in office, irrespective of any personal interests of the Corporation's directors or shareholders, shall have the power to establish reasonable compensation for its directors, officers and employees and shall have the power to provide one or more of the following additional compensation plans, whether singularly on behalf of the Corporation or in participation or conjunction with other individuals,

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partnerships or corporations

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- (a) A pension plan;
- (b) A profit-sharing plan;
- (c) A medical-dental reimbursement plan;
- (d) A thrift and savings plan;
- (e) A stock bonus plan;
- (f) A stock option plan; or
- (g) Other retirement, death benefit or incentive compensation plans

3 No contract or other transaction between this Corporation and any other person, firm, association, partnership or corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of this Corporation is or are interested in, or is a member, director, or officer, or are members, directors or officers of such other firm, association, partnership or corporation; and any director or directors, individually or jointly, may be a party or parties to, or may be interested in any such contract or transaction of this Corporation or in which this Corporation is interested; and no person, firm, association, partnership or corporation shall be affected or invalidated by the fact that any director or directors of this Corporation is or are interested in such contract, account, firm, association, partnership, or corporation, and each and every person who may become a director of this Corporation is hereby relieved from any liability that might otherwise exist from contracting with the Corporation for the benefit of himself, or any firm, association, partnership or corporation in which he may in any way be interested. The directors, when so interested, shall be accounted as present at the Board of Directors meetings, and may vote in such meetings as fully and with the same effect as if not so interested.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 11th day of November, 1996.

Anthony J. Panariello
ANTHONY J. PANARIELLO, M.D.

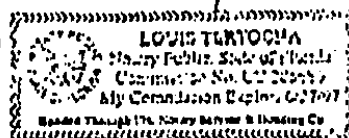
STATE OF FLORIDA)
)SS
COUNTY OF DADE)

THE FOREGOING instrument was acknowledged and sworn to before me this 11th day of November, 1996, by Anthony J. Panariello, who is personally known to me or who has produced a valid Florida Driver's License, No. F564,010,58,374,0 as identification, and who acknowledged that he executed same for the purpose stated herein.

Notary Public

Commission expires: 6/27/97

(SEAL)



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ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT**H96.000015881**

Pursuant to the provisions of the Florida General Corporation Act, the undersigned does hereby accept his appointment as Registered Agent on whom process may be served within the State of Florida for the proposed domestic corporation, ANTHONY J. PANARIELLO, M.D., P.A., ~~1380 N.W. Miami Gardens Drive, Suite #126, North Miami Beach, Florida, 33162~~ 2110 Biscayne

AV Boulevard, Suite 206, Miami, Florida, 33180.

Anthony Panariello.
ANTHONY J. PANARIELLO, M.D.

Title: Officer and Director

Date: November 11, 1996

STATE OF FLORIDA)

)SS

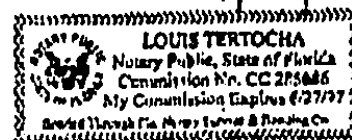
COUNTY OF DADE)

THE FOREGOING instrument was acknowledged and sworn to before me this 11th day of November, 1996 by ANTHONY J. PANARIELLO, M.D., who is personally known to me, or has produced a valid Florida Driver's License No. D 564.010 - S8.394.0, as identification and who acknowledged that he executed same for the purposes stated herein.

Notary Public

Commission expires: 6/27/97
(SEAL)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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