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LAW OFFICES OF  
MELAND & RUSSIN, P.A.  
2420 FIRST UNION FINANCIAL CENTER  
200 SOUTH BISCAYNE BOULEVARD  
MIAMI, FLORIDA 33131

PETER D. RUSSIN

TELEPHONE (305) 358-6363  
TELEFAX (305) 358-1221

January 21, 1997

VIA OVERNIGHT DELIVERY

100002066491--7  
-01/23/97-01085-009  
\*\*\*\$122.50 \*\*\*\$122.50

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

Re: Incorporation of Michael A. Russin, M.D., P.A.

Ladies and Gentlemen:

I am enclosing for filing one original and one copy of the executed and notarized Articles of Incorporation for the above-referenced corporation.

Also, enclosed is a check in the amount of \$122.50 representing all filing fees and costs.

Please send us a certified copy of the filed Articles of Incorporation at your earliest opportunity in the stamped and self-addressed envelope provided for your convenience.

If you have any questions regarding this matter, please do not hesitate to contact me.

Sincerely,

Peter D. Russin

1/29/97  
TD

PDR/aa  
Enclosures

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FILED  
97 JAN 23 AM 11:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**MICHAEL A. RUSSIN, M.D., P.A.**

**FILED**  
**91 JUN 23 AM 11:06**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

**ARTICLE I-Name**

The name of the corporation is Michael A. Russin, M.D., P.A.  
(the "Corporation").

**ARTICLE II-Duration**

This corporation is to have perpetual existence.

**ARTICLE III - Purpose**

The Corporation is organized pursuant to Chapter 621, Florida Statutes, for the following purposes: To engage in the practice of medicine in the State of Florida, and to engage in any and all other activities to transact any and all lawful business for which corporations may be incorporated under the laws of the State of Florida, subject to Chapter 621, Florida Statutes, as such statute currently exists or hereafter may be amended.

**ARTICLE IV - Capital Stock**

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value</u> <u>Per Share</u>	<u>Class</u> <u>of Stock</u>
10,000.00	\$0.01	Common

**ARTICLE V -**  
**RESTRICTIONS ON ISSUANCE OF STOCK**  
**AND SALE OF STOCK**

No individual may become a shareholder of this Corporation who is not (at the time of issuance or acquisition by said individual) licensed to engage in the practice of medicine under the laws of the State of Florida.

**ARTICLE VI - Initial Registered Office and Agent**

The mailing address of the initial registered office of this Corporation is: 2420 First Union Financial Center, 200 South Biscayne Boulevard, Miami, Florida, 33131; and the name of the registered agent of the Corporation is: Peter D. Russin, Esq.

**ARTICLE VII - Initial Principal Office and Agent**

The mailing address of the initial principal office of this Corporation is: 4302 Alton Road, Suite 470, Miami Beach, Florida 33140; and the name of the principal agent of the Corporation is: Michael A. Russin.

**ARTICLE VIII - Incorporator**

The name and address of the Incorporator of the Corporation is as follows:

Peter D. Russin, Esq.  
Meland & Russin, P.A.  
2420 First Union Financial Center  
200 South Biscayne Boulevard  
Miami, Florida 33131


**ARTICLE IX - Bylaws**

The power to adopt, alter, amend or repeal the Bylaws of the Corporation shall be vested in the Board of Directors.

**ARTICLE X - Indemnification**

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

IN WITNESS WHEREOF, the undersigned being the incorporator named above, for the purpose of forming a corporation pursuant to Chapter 621, Florida Statutes, has created these Articles of Incorporation this 20<sup>th</sup> day of January, 1997.

  
\_\_\_\_\_  
Peter D. Russin  
Incorporator

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

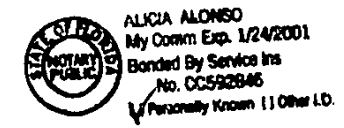
STATE OF FLORIDA )  
 ) SS:  
COUNTY OF DADE )

BEFORE ME, the undersigned authority, personally appeared Peter D. Russin who is personally known to me and who, after being duly sworn, did freely and voluntarily acknowledge that, according to law, he made and subscribed the foregoing Articles of Incorporation of Michael A. Russin, M.D., P.A.

IN WITNESS WHEREOF, I have set my hand and affixed my seal of office to this document this 20 day of January, 1997.

Alicia Alonso  
Notary Public, State of Florida  
At Large  
Print Name: Alicia Alonso  
Commission No.

My commission expires:



**ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT**

The undersigned having been named Initial Registered Agent of Michael A. Russin, M.D., P.A. hereby accepts such designation and consents to act in this capacity and agrees to comply with all of the requirements of law pertaining thereto.

Dated this 20<sup>th</sup> day of January, 1997.

Meland & Russin, P.A.

By: Peter D. Russin  
Peter D. Russin, Esq.

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