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Brady & Brady, P.A.

Attorneys at Law
370 W. Camino Gardens Blvd.
Suite 336 - 337
Boca Raton, FL 33432

Frank R. Brady*
Jeanne C. Brady

*Also Admitted to New Jersey Bar

Phone: (407) 338-6256
Fax: (407) 338-5824

January 24, 1997

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-01/27/97--01052--021
****122.50 ****122.50

Re: Incorporation of South Florida Microsurgery Associates, P.A.


Gentlemen:

Enclosed are the original and one copy of the Articles of Incorporation of South Florida Microsurgery Associates, P.A., together with a check in the amount of \$122.50 to cover the incorporation and certified copy fees. Please file the original articles and return a certified copy to me at your earliest convenience.

Thank you for your assistance in this matter.

Very truly yours,

Brady & Brady, P.A.

By: 
Frank R. Brady, Esq.

FRB/jb
enclosures

AL JAN 31 1997.

FILED
97 JAN 27 PM 3:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
SOUTH FLORIDA MICROSURGERY ASSOCIATES, P.A.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Professional Service Corporation and Limited Liability Company Act, hereby adopt the following Articles of Incorporation:

ARTICLE ONE

The name of this corporation is South Florida Microsurgery Associates, P.A.

ARTICLE TWO

The corporation is to have perpetual existence.

ARTICLE THREE

The corporation may transact any and all lawful services and business for which persons duly licensed or otherwise legally authorized to engage in the practice of medicine may incorporate for the rendition of such services under chapters 607 and 621, Florida Statutes and engage in any activities, trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business. The corporation shall also be authorized to engage in such other business activities as may be necessary or permissible for its operation as a professional service corporation.

ARTICLE FOUR

4.01 The corporation hereby authorizes the issuance of common stock. The aggregate number of shares of common stock which the corporation shall have the

authority to issue is 3,000 shares, having no par value, and full right and power to vote, receive dividends or distributions of capital, including liquidating distributions and manage the affairs of the corporation. Pursuant to Chapter 621, Florida Statutes, only persons duly licensed or otherwise legally authorized to practice medicine, or provide the professional services of physicians and surgeons, doctors of medicine or doctors of osteopathic medicine, may be shareholders of this corporation.

4.02 The registered owners of common stock shall be empowered to manage the affairs of the corporation in lieu of the directors or until the board of directors is elected by the shareholders. The number of directors required for the board of directors of the corporation, their terms of office and other matters related to the board of directors shall be as specified in the corporation's bylaws or the agreement among shareholders on file with the corporation.

ARTICLE FIVE

5.01 The mailing address of the principal corporate office of the corporation is 4300 N. University Drive., Suite B106, Lauderhill, Florida 33351.

5.02 The street address of the initial registered office and the name of the initial Registered Agent for this corporation to accept service of process within the State of Florida is Frank R. Brady, Esq., Brady & Brady, P.A., 370 W. Camino Gardens Blvd, Suite 336, Boca Raton, Florida 33432.

ARTICLE SIX

The name of the incorporator is Frank J. Lomagistro, M.D., whose address is 4300 N. University Drive, Suite B106, Lauderhill, FL 33351. Said incorporator is over the age of eighteen (18) years, sui juris and a resident of the State of Florida.

ARTICLE SEVEN

The initial shareholders of this corporation shall manage the affairs of the corporation in lieu of the directors until the shareholders elect a board of directors at the first meeting of shareholders. The Bylaws may provide for such increase or change, from time to time, in number of directors as is authorized by law.

ARTICLE EIGHT

8.01 The capital stock of the Corporation shall be subject to the restrictions on transfer, encumbrance, redemption, rescission, cancellation and alienation provided for under an agreement among shareholders on file with the corporation at its principal office.

8.02 The foregoing restrictions on transfer, hypothecation, encumbrance or other alienation of the Corporation's capital stock includes limitations upon both voluntary or involuntary alienation as specified in the agreement among shareholders on file with the corporation at its principal office.

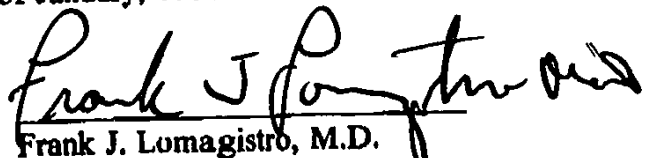
ARTICLE NINE

Nothing in these Articles of Incorporation shall be taken to limit the power of this corporation.

ARTICLE TEN

The effective date of this corporation shall be the filing date of these Articles of Incorporation in accordance with Florida Statutes §607.0203.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation this 21st day of January, 1997.

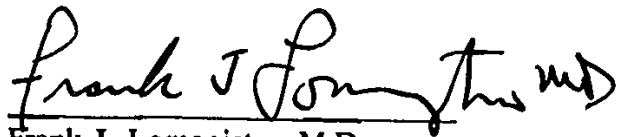

Frank J. Lomagistro, M.D.
Incorporator

STATE OF FLORIDA
DEPARTMENT OF STATE

Certificate Designating Place of Business or Domicile for the Service of
Process Within This State and Naming Agent Upon Whom Process May be Served.

The following is submitted in compliance with the Florida General Business
Corporation Act:

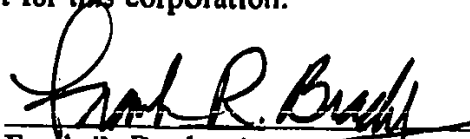
South Florida Microsurgery Associates, P.A. is a corporation organized under
the laws of the State of Florida, with its Registered Office located at 370 W.
Camino Gardens Blvd., Suite 336, in the city of Boca Raton, County of Palm
Beach and State of Florida 33432, and has named Frank R. Brady, Attorney at Law
as agent to accept service of process within this State at the office specified in his
acceptance below.



Frank J. Lomagistro, M.D.
Incorporator

ACCEPTANCE:

I hereby agree, as Registered Agent of South Florida Microsurgery
Associates, P.A., to accept Service of Process; to keep my office at 370 W. Camino
Gardens Blvd, Suite 336, Boca Raton, FL 33432 open during the hours prescribed
by §48.081, Florida Statutes; to post my name (and any other officers of said
corporation authorized to accept service or process at the Florida designated
address) in some conspicuous place in said office as required by law and otherwise
perform the duties of registered agent for this corporation.



Frank R. Brady, Attorney at Law
Registered Agent

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91 JAN 27 PM 3:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA