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**Phillip E. Goss, Jr., Esq.**

1172 South Dixie Highway, #188  
Coral Gables, FL 33146

Phone (305) 667-9382  
Fax (305) 668-7189

February 13, 1997

Florida Divisions of Corporations  
New Filing Section  
P.O. Box 6327  
Tallahassee, FL 32314

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-02/17/97--01040--008  
\*\*\*122.50 \*\*\*122.50

RE: Oak Tree Medical Management South, Inc.

EFFECTIVE DATE  
2-13-97

Dear Sir/Madam:

Enclosed for filing, please find original articles of incorporation and one copy for the above referenced corporation. I have enclosed the filing fee of \$122.50 for a certified copy of the filing. Please take note that my clients currently use similar names as that of the subject corporation. My client owns Oak Tree Receivables, Inc., as well as Oak Tree Medical Services. I trust that this is sufficient to preclude rejection of this similar name. Please do not hesitate to contact me directly should there be a problem. Finally, please return the stamped articles and certification to me via the enclosed prepaid overnight envelope. Thank you for your assistance.

Very Truly Yours,

*Philip E. Goss, Jr.*  
Philip E. Goss, Jr., Esq.

FILED  
97 FEB 17 PM 4:18  
TALLAHASSEE, FLORIDA  
PH  
2/19/97

ARTICLES OF INCORPORATION

OF

OAK TREE MEDICAL MANAGEMENT SOUTH, INC.

FILED

97 FEB 17 PM 4:18

STATE  
MILWAUKEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

EFFECTIVE DATE  
2-13-97

NAME

The name and address of the corporation shall be:

OAK TREE MEDICAL MANAGEMENT SOUTH, INC.  
10155 Collins Avenue, #607  
Bal Harbor, FL 33154

ARTICLE II

NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is Seven Thousand Five Hundred (7,500) shares of common stock having a par value of One Dollar (\$1.00) per share. Shares may be issued only for a consideration having, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and nonassessable.

#### ARTICLE IV

##### TERM OF EXISTENCE

This corporation is to exist perpetually, commencing on the date of execution and acknowledgment of these Articles of Incorporation which is the 13th day of February, 1997.

#### ARTICLE V

##### REGISTERED AGENT AND INITIAL OFFICE

The Registered Agent and the street address of the initial Registered Office of the Corporation shall be:

**HENRY DUBBIN**  
10155 Collins Avenue, #607  
Bal Harbor, FL 33154

The Board of Directors may from time to time, move the Registered Office to any other office address in the State of Florida.

#### ARTICLE VI

##### PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which the shareholder already holds, shall have the right to purchase a pro rata share thereof at the price at which is offered to others.

#### ARTICLE VII

##### DIRECTORS

This Corporation shall have one (1) director, initially. The number of directors may be increased or diminished from time to time by the Bylaws adopted by the stockholders, but shall never be

less than one (1). The name and street address of the initial member of the Board of Directors is:

**HENRY DUBBIN**  
10155 Collins Avenue, #607  
Bal Harbor, FL 33154

The person named as initial director shall hold office for the first year of existence of this Corporation or until his successor(s) are elected or appointed and have qualified, whichever occurs first.

#### ARTICLE IX

##### INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is:

**HENRY DUBBIN**  
10155 Collins Avenue, #607  
Bal Harbor, FL 33154

#### ARTICLE X

##### CONFLICT OF INTEREST

No contract between this Corporation and another corporation or another individual shall be invalidated by reason of the fact that one or more of the officers or directors of this Corporation are officers or directors of the said other corporation, or by reason of the fact that one or more of the officers or directors of this Corporation may be the other individual or individuals contracting with this Corporation.

#### ARTICLE XI

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by majority vote of the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a majority vote of the stockholders entitled to vote thereon, unless all of the directors and all of the voting stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned has set his hand and seal this 13th day of February, 1997.


  
Henry Dubbin

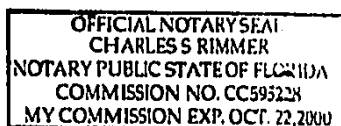
STATE OF Florida )  
COUNTY OF Dade )

BEFORE ME, a Notary Public, personally appeared Henry Dubbin, to me known to be the person described as Incorporator ~~or who has produced~~ as identification and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation and ~~did~~ did not take an oath.

WITNESS my hand and official seal at Dade County, Florida, this 13th day of February, 1997.

My Commission Expires:

  
NOTARY PUBLIC



FILED  
FEB 17 PM 1:18  
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS  
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That OAK TREE MEDICAL MANAGEMENT SOUTH, INC., desiring to organize under the laws of the State of Florida, with its initial registered office as indicated in the Articles of Incorporation, has named Henry Dubbin, 10155 Collins Avenue, #607, Bal Harbor, FL 33154, County of Dade, State of Florida, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, the undersigned hereby agrees to act in this capacity, and agrees to comply with the provisions of said Act relative to keeping open said office.

  
Henry Dubbin

OTMMS, INC