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► February 3, 1997

Department of State
Corporate Records
C/O Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-02/06/97-01037--016
*****70.00 *****70.00

Re: Articles of Incorporation of VINCENT N. JARVIS, M.D. P.A.

Dear Secretary of State:

Please find enclosed the original and one (1) copy of the Articles of Incorporation for VINCENT N. JARVIS, M.D., P.A., as well as a check made payable to the Secretary of State in the amount of \$70.00 representing filing fees. Upon receipt, please send a true copy back to our attorneys office in the enclosed self addressed stamped envelope. Thank you for your anticipated cooperation

Very truly yours,

VINCENT N. JARVIS, M.S., Incorporator

FEB 7 1997 B3B

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W97-3201

FILED
97 MAR -3 PM 3:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VINCENT N. JARVIS, M.D. P.A.

1680 Meridian Avenue, Suite 402
Miami Beach, Florida 33139
(305) 673-8833



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 7, 1997

VINCENT N. JARVIS, M.D. P.A.
1680 MERIDIAN AVENUE
SUITE 402
MIAMI BEACH, FL 33139

SUBJECT: VINCENT N. JARVIS, M.D., P.A.
Ref. Number: W97000003201

We have received your document for VINCENT N. JARVIS, M.D., P.A. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 897A00006729

**ARTICLES OF INCORPORATION OF
VINCENT N. JARVIS, M.D., P.A.**

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I, the undersigned, hereby associate myself for the purpose of becoming a professional corporation for profit under the provisions of Chapter 621 of the laws of the State of Florida, and pursuant to the following articles of incorporation:

ARTICLE I

The name of this corporation shall be: VINCENT N. JARVIS, M.D., P.A.

ARTICLE II

The general nature of the business to be transacted by the corporation shall be and is to engage in every aspect of the general practice of medicine. The professional services involved in the corporation's practice of medicine may be rendered only through its officers, agents and employees who are active members of the American Medical Association.

This corporation shall not engage in any business other than the practice of medicine. However, this corporation may invest its funds in real estate, mortgages, stocks, bonds and any other types of investments, and may own real and personal property necessary for the rendering of the professional services authorized hereby.

ARTICLE III

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be one thousand (1,000.00) shares of the par value of One Dollar (\$1.00) per share, all of which shall be common stock of the same class. All stock issued shall be fully paid and nonassessable. The stockholders shall have no preemptive rights with respect to the stock of the corporation, and the corporation may issue and sell its common stock from time to time without offering such shares to the stockholders then holding share of common stock. Shares of the corporation's stock and certificates therefore shall be issued only to active members of the American Medical Association.

ARTICLE IV

The amount of capital with which this corporation will begin business shall be and is Five Hundred Dollars (\$500.00).

ARTICLE V

The corporations shall have perpetual existence.

ARTICLE VI

The principal office of this corporation shall be located in the City of Miami Beach, County of Dade, State of Florida, and the post office address of said principal office of the corporation shall be 1680 Meridian Avenue, Suite 402, Miami Beach, Florida 33139.

ARTICLE VII

The number of directors of this corporation shall be not less than one nor more than three.

ARTICLE VIII

The names and post office addresses of the members of the first Board of Directors who, subject to the provisions of the by-laws and these articles of incorporation, shall hold office for the first year of the corporation's existence or until their successors are elected and have qualified, are as follows:

Vincent N. Jarvis, M.D., 1680 Meridian Avenue, Suite 402, Miami Beach, Florida 33139.

ARTICLE IX

The name and post office address of each subscriber of these articles of incorporation are:

Vincent N. Jarvis, M.D., 1680 Meridian Avenue, Suite 402, Miami Beach, Florida 33139.

The subscriber certifies that the proceeds of stock subscribed for will not be less than the amount of capital with which the corporation will begin business, as set forth in Article IV hereinabove.

ARTICLE X

If any officer, stockholder, agent or employee of this corporation who has been rendering legal services to the public (a) for any reason ceases to be an active member of the American Medical Association in good standing or becomes otherwise disqualified to the practice of medicine in this state, or (b) is elected to a public office or accepts employment that, pursuant to law, places restrictions or limitations upon his continued rendering of professional services as a medical doctor, or (c) makes an assignment for benefit of creditors, or (d) files a voluntary petition in bankruptcy or becomes the subject of an involuntary petition in bankruptcy or (e) attempts to sell, transfer, hypothecate or pledge any shares of stock in this corporation to any person or in any manner prohibited by law or by these articles or the by-laws of the corporation, or (f) if any lien of any kind is imposed upon the shares of stock of any such stockholder and such lien is not removed within thirty (30) days after its imposition, then and in any of such events, all employment and relationship of such person with the corporation shall automatically and immediately stand completely severed and terminated, and except to receive payment for any shares of stock in the corporation owned by him as authorized under Article XI hereof and to

receive payment of any other amounts then lawfully due and owing to him/her by the corporations, he/she shall then and thereafter have no further financial interest of any kind in this corporation.

ARTICLE XI

Upon the occurrence, with respect to a stockholder, of any of the events specified in Article X, or upon the death or adjudication of incompetency of a stockholder, then and in any of such events, the shares of stock in this corporation of such stockholder shall then and thereafter have no voting rights of any such kind, shall not be entitled to any dividend or stock rights of any kind which may be declared thereafter by the corporation and shall be forthwith transferred, sold and purchased or redeemed at such price or value and only in such manner as shall be authorized or set forth in by-laws adopted by the stockholders.

ARTICLE XII

No stockholder of this corporation and no representative of a deceased of incompetent stockholder may sell or transfer any of such stockholder's shares of stock in this corporation except to the corporation or to another individual who is then an active member of the American Medical Association in good standing. The corporation's Board of Directors are specifically authorized from time to time to adopt by-laws not inconsistent herewith with respect to the alienation of shares of stock of this corporation and providing for the purchase or redemption by the corporation of its shares of stock.

ARTICLE XIII

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 the affairs of the corporation:

(1) Subject not such restrictions, if any, as are herein expressed and such further restrictions, is any, and may be set forth in the by-laws, the Board of Directors shall have the general management and control of the business and may exercise all of the powers of the corporation except such as may be by statute, or by the articles of incorporation or amendment thereto, or by the by-laws as constituted from time to time, expressly conferred on or reserved to the stockholders.

(2) Subject always to such by-laws as may be adopted from time to time by the stockholders, the Board of Directors is expressly authorized to adopt, alter and amend the by-laws of the corporation, but any by-law adopted, altered or amended by the Directors may be altered, amended or repealed by the stockholders.

(3) The corporation shall have such officer as may from time to time be provided in the by-laws and such officers shall be designated in such manner and shall hold their office for

such terms and shall have such powers and duties as may be prescribed by the by-laws or as may be determined from time to time by the Board of Directors subject to the by-laws.

(4) No contract or other transaction between the corporation and any other firm, association or corporation shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in or is a member, director or officer or are members, directors or officers of such other firm or corporation and any director or directors individually or jointly may be a party or parties to or may be interested in any contract or transaction of the corporation or in which the corporation is interested; and no contract, act or transaction of the corporation with any person, firm, association or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from contracting with the corporation for the benefit of himself/herself or any firm, association or corporation in which he/she may in any way be interested.

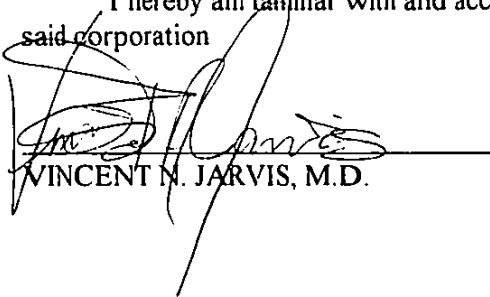
ARTICLE XIV

This corporation reserves the right to amend, alter, change or repeal any provision contained herein in the manner now or hereafter prescribed by law, and all rights conferred on stockholders herein are granted subject to the reservation.

ARTICLE XV

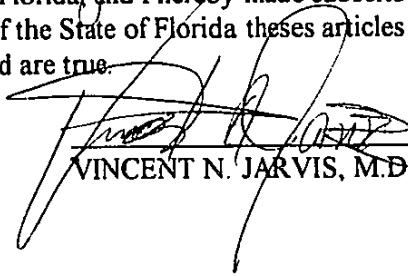
The street address of its initial registered office is 1680 Meridian Avenue, Suite 402, Miami Beach, Florida 33139. The name of its initial registered agent at such address is Vincent N. Jarvis, M.D.

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation


VINCENT N. JARVIS, M.D.

FILED
91 MAR -3 PM 3:32
TALLAHASSEE, FLORIDA

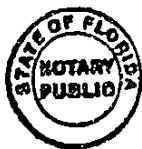
IN WITNESS WHEREOF, I the undersigned subscribing incorporator, have hereunto set my hand and seal this 31 day of January, 1997 for the purpose of forming this corporation under the laws of the State of Florida, and I hereby made subscribe, acknowledge and file in the office of the Secretary of State of the State of Florida these articles of incorporation and certify that facts herein stated are true.


VINCENT N. JARVIS, M.D.

STATE OF FLORIDA)
 SS:
COUNTY OF DADE)

I HEREBY CERTIFY that on this 31st day of January, 1997 before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared Vincent N. Jarvis, M.D., and upon producing a valid Florida Driver's License Number: Personally Known, to me known to be the person acknowledged to and before me that he executed said instrument, and acknowledged to and before me that he executed said instrument voluntarily, of his own free will, for the purposes therein expressed.

WITNESS my hand and official seal this 31st day of January, 1997.



M.A. JIMENEZ
My Comm Exp. 3/18/00
Bonded By Service lms
No. CC341053
☐ Personally Known ☐ Other b.d.


NOTARY PUBLIC
My Commission expires on: