

PM 000020878

Maria I. Fuxa Del Cristo, P.A.

Attorney at Law

782 NW 42nd Avenue, Suite 441
Miami, Florida 33126

Telephone: (305) 444-1166
Fax: (305) 448-9401

Jose E. Dorta, Esq.
Of Counsel

Geoffrey McLaughlin, Esq.
Of Counsel

February 18, 1997

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

700002102937--9
-03/04/97--01003--005
****122.50 ****122.50


Att: New Filings Section

Dear Sir/Madam:

Attached please find the Articles of Incorporation for Trauma and Emergency Associates, P.A. along with a check in the amount of \$122.50 to cover the filing fee.

Thank you for your attention to this matter and do not hesitate to contact the undersigned should you require any additional information.

Sincerely,



Maria I. Fuxa Del Cristo, P.A.

Enclosures

cc: R. Del Cristo, M.D.

FILED
97 MAR -4 PM 8 23
DIVISION OF STATE
CORPORATIONS
TALLAHASSEE, FLORIDA

3/7/97
TB

ARTICLES OF INCORPORATION
OF
TRAUMA AND EMERGENCY ASSOCIATES, P.A.

FILED
97 MAR 14 PM 8 23
STATE OF FLORIDA
TALLAHASSEE

In compliance with the requirements of F.S. Chapter 621, 607 and any other applicable laws, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a professional service corporation.

ARTICLE I. NAME

The name of the professional service corporation is **TRAUMA AND EMERGENCY ASSOCIATES, P.A.**

ARTICLE II. EXISTENCE

The existence of the professional service corporation shall begin on the date of filing of the Articles of Incorporation and the corporation shall have a perpetual existence.

ARTICLE III. PRINCIPAL OFFICE

The principal office and mailing address of this corporation is 782 NW 42nd Avenue, Suite 441, Miami, Florida, 33126.

ARTICLE IV. PURPOSE

The professional service corporation is formed to engage in every phase and aspect of the practice of medicine. In addition, the corporation may invest the funds of the professional service corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and own real and personal property necessary for the rendering of professional services.

ARTICLE V. CAPITAL STOCK

The maximum number of shares that this professional service corporation is authorized to have outstanding at any time is 500 shares of common stock, each having a par value of \$1.00 per share.

None of the shares of the professional service corporation may be issued to anyone other than an individual, other professional service corporation, or other professional limited liability company who is duly licensed or otherwise legally authorized to render the same specific professional services as those for which the corporation was incorporated (the practice of medicine).

Authorized capital stock may be paid for in cash, services or property, at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

No shareholder of this corporation shall enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of that person's stock.

No person shall be admitted as a member of this corporation unless such person is a professional corporation, a professional limited liability company, or an individual, each of which must be duly licensed or otherwise legally authorized to render the same specific professional services as those for which this corporation is organized.

ARTICLE VI. REGISTERED OFFICE AND AGENT

The address of the initial registered office of this professional service corporation is 782 NW 42nd Avenue, Suite 441, Miami, Florida, 33126. The name of the initial registered agent at that address is Maria I. Fuxa Del Cristo, Esq.

ARTICLE VII. INCORPORATOR

The name and address of the Incorporator signing these articles is:

Roberto R. Del Cristo, M.D.
6415 SW 23 Street
Miami, Florida 33155

ARTICLE VIII. BOARD OF DIRECTORS

The business of the corporation shall be managed by its Board of Directors. The initial Board of Directors shall consists of two members. The names and addresses of the members of the first Board of Directors are:

Name	Address
Roberto R. Del Cristo, M.D.	6415 SW 23 rd Street Miami, Florida 33155
Rodolfo Schneer, M.D.	5112 Maggiore Street Coral Gables, Florida 33146

The number of Directors may be either increased or decreased from time to time by the By-Laws but in no event shall there be less than one Director.

ARTICLE IX. OFFICERS

The legal affairs of the corporation shall be managed by the officers who shall be elected at the annual meeting each year to serve for the ensuing year. The officers of the corporation shall serve until their respective successors in office shall be elected and duly qualified.

ARTICLE X. PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to reservation.

ARTICLE XII. INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE XIII. BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE XIV. CUMULATIVE VOTING

At each election for directors every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of shares or by distributing such votes on the same principle among any number of such candidates.

ARTICLE XV. SHAREHOLDER QUORUM AND VOTING

Fifty (50%) percent of the shares entitled to vote, represented in person, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of 51% of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XVI. MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of telephone conference as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each Director.

ARTICLE XVII. RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially in the amounts set below:

Roberto R. Del Cristo, M.D.	34%
Rodolfo Schneer, M.D.	33%
Unissued	33%

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

The shareholders of this professional service corporation shall have the power to include in the by-laws, or by separate agreement adopted by a majority of the shareholders of the corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the professional service corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details, of the disposition shall be determined by the shareholders of the professional service corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of the professional service corporation may sell or transfer stock in the corporation except to another individual who is eligible to be a shareholder of the professional service corporation, and the sale or transfer may be made only after it has been approved at a shareholder meeting especially called for that purpose. If any shareholder becomes legally disqualified to practice medicine in the state of Florida, is elected to a public office, or accepts employment that places restrictions or limitations on the continuous rendering of such professional services, that shareholder's shares of stock shall immediately become subject to purchase by the professional service corporation in accordance with the by-laws adopted by the shareholders.

ARTICLE XVIII. CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by the Board of Directors and/or 10% of the stockholders.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 18th day of February 1997.



Name: Roberto R. Del Cristo, M.D.

STATE OF FLORIDA
COUNTY OF DADE

The foregoing articles of incorporation were acknowledged before me on this 18th day of February 1997, by Roberto R. Del Cristo, M.D.



MARY MORLA
My Commission CC548221
Expires Apr. 08, 2000



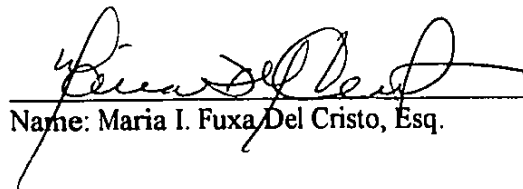
Notary Public — State of Florida

Print, type, or stamp commissioned
Name of Notary Public

Personally Known ✓ OR Produced Identification _____
Type of Identification Produced _____

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for **Trauma and Emergency Associates, P.A.** at the time and place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).



Name: Maria I. Fuxa Del Cristo, Esq.

Date: 2/18/97

FILED
97 MAR - 4 PM 8 23
TALLAHASSEE FLORIDA