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APR 10 1997

8:05 AM

TRIPP, SCOTT

No 5185

P. 1/3

((H97000005858 0)))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: TRIPP, SCOTT, CONKLIN & SMITH

ACCT#: 075350000065

CONTACT: MIKE GIEHL

PHONE: (305)525-7500

FAX #: (954)728-9236

NAME: PARTNERS AVIATION AND TRAVEL CONSULTANTS, IN

AUDIT NUMBER.....H97000005858

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0 PAGES..... 2

CERT. COPIES.....1 DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

FILED
97 APR 10 AM 11:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
PARTNERS AVIATION AND TRAVEL CONSULTANTS, INC.**

The Incorporator named herein does hereby subscribe to and file these Articles of Incorporation for the purpose of organizing a corporation under the Florida Business Corporation Act.

**ARTICLE I
NAME**

The name of this Corporation is:

Partners Aviation and Travel Consultants, Inc.

**ARTICLE II
PURPOSE**

This Corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

**ARTICLE III
CAPITAL STOCK**

This Corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of One Dollar (\$1.00) par value common stock.

**ARTICLE IV
PRINCIPAL OFFICE/MAILING ADDRESS OF CORPORATION**

The principal office and mailing address of this Corporation is:

668 Mariners Way
Boynton Beach, Florida 33435

Prepared by: Gregory A. McLaughlin
Bar No. 0518794
Tripp, Scott, Conklin & Smith
P.O. Box 14245
Fort Lauderdale, FL 33302
(954) 525-7500

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TALLAHASSEE, FLORIDA

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The initial registered agent and the street address of the initial registered office of this Corporation in the State of Florida is:

Gregory A. McLaughlin, Esq.
c/o Tripp, Scott, Conklin & Smith
110 Tower, 28th Floor
110 Southeast Sixth Street
Fort Lauderdale, Florida 33301

**ARTICLE VI
INCORPORATOR**

The name and street address of the Incorporator is:

Gregory A. McLaughlin, Esq.
c/o Tripp, Scott, Conklin & Smith
110 Tower, 28th Floor
110 Southeast Sixth Street
Fort Lauderdale, Florida 33301

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TALLAHASSEE, FLORIDA

**ARTICLE VII
AMENDMENT**


These Articles of Incorporation may only be amended by the Board of Directors (but only to the extent permitted by the Florida Business Corporations Act) or by the vote of shareholders holding a majority of the issued and outstanding common stock of the Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator and Registered Agent have executed these Articles of Incorporation this 9th day of April, 1997.



Gregory A. McLaughlin, Incorporator

THE UNDERSIGNED, named as the registered agent in Article V of these Articles of Incorporation, hereby accepts the appointment as such registered agent, agrees to act in this capacity, and acknowledges that he/she is familiar with, and accepts the obligations imposed upon registered agents under the Florida Business Corporation Act, including specifically Section 607.0505.



Gregory A. McLaughlin, Registered Agent

PA 7000032415

RICHARD E. SALEEBY
DONALD RANSIER (Rel.)
T. GAFF BUCKENMAIER, JR.

of Counsel
BERNARD E. KAYWELL (Rel.)

SALEEBY RANSIER, P.A.
359 S. COUNTY ROAD
PALM BEACH, FLORIDA 33480-4494

TELEPHONE (407) 655-5766

FORT LAUDERDALE OFFICE
(305) 428-0409

PLEASE REPLY TO

April 7, 1997

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

RE: Faro Motta, M.D., P.A.

000002127410-3
RECEIVED - TALLAHASSEE
APR 10 1997

Dear Sir:

Enclosed please find a check in the amount of \$122.50 and copies of the Articles of Incorporation for the above named. We would appreciate a Certified Copy of the Articles, all on letter size paper (8 1/2 x 11) if at all possible.

If for any reason these Articles cannot be recorded, due to error or correction, please telephone us at (407) 655-5766.

I thank you for your courtesy and cooperation in this matter.

Most sincerely,

Richard E. Saleeby

Richard E. Saleeby

RES/nel
Enclosures

97 APR 10 11:23

4/10/97

EFFECTIVE DATE

ARTICLE XIII - INDEX:

4/7/97

- (*)1) Faro Motta, M.D., P.A. :Name. ¶I
- (*)2) 3370 Burns Rd., Ste 206 :Principal Office Address. ¶I
Palm Beach Gardens, FL 33410
- (*)3) 3370 Burns Rd., Ste 206 :Mailing Address. ¶I
Palm Beach Gardens, FL 33410
- (*)4) The Professional Service Corporation Act :Applicable Statute of Incorporation. ¶II
- (*)5) Rendering to the public the same professional services as a duly licensed Medical Doctor is authorized to render. :Specific Business or Licensed-Certified Professional. ¶II
- (*)6) upon the execution of these Articles of Incorporation, otherwise upon filing :Commencement of Corporate Existence. ¶III
- (*)7) Richard S. Faro, M.D. :Name of Registered Agent ¶IV
(*)8) 3370 Burns Rd., Ste. 206 :Address of Registered Office. ¶IV
Palm Beach Gardens, FL 33410
- (*)9) 2 :Number of Initial Directors. ¶V
(*)10) 750 :Number of Authorized Shares. ¶VI
- (*)11) \$10.00 Par Value :Par Value or no Par Value. ¶VI
- (*)12) Common :Class of Shares. ¶VI
- (*)13) Richard S. Faro, M.D. and Joseph Motta, M.D. :Name(s) and address(es) of each Incorporator. ¶VII
3370 Burns Rd., Ste. 206 same
Palm Beach Gardens, FL 33410
- (*)14) Richard S. Faro, M.D. Joseph Motta, M.D. :Name(s) and address(es) of each Member of the Initial Board of Directors. ¶VII
3370 Burns Rd., Ste. 206 same
Palm Beach Gardens, FL 33410
- (*)15) --- :Preemptive Rights. ¶X
(*)16) --- :Cumulative Voting. ¶X
(*)17) --- :Special Provisions. ¶XII

(*)7) Richard S. Faro
Acceptance by Registered Agent ¶XI

Richard S. Faro
Incorporator

Joseph Motta
Incorporator

Date: April 7, 1997
Articles Executed

Richard S. Faro
Incorporator

Joseph Motta
Incorporator

ARTICLES OF INCORPORATION

ARTICLE I - EXECUTION: The undersigned Incorporator(s) hereby execute(s) these Articles of Incorporation in order to organize and incorporate a business for profit, under the Corporate name (*1) and at the principal office address (*2), and having its mailing address (*3) as stated in Article XIII.

ARTICLE II - PURPOSE AND OBJECT: The Corporation is formed, pursuant to the specific Law (*4) and for the purpose(s) or object(s) (*5) as stated in Article XIII. The Corporation may engage in the stated business or specific profession and in any other transaction or business, permitted under the laws of the United States and of this State.

ARTICLE III - DURATION: The duration of this Corporation shall be perpetual. Corporate existence shall commence (*6) as stated in Article XIII, provided that all of the requirements of the law are met. However, Corporate existence shall not begin sooner than 5 days prior to filing with the Secretary of State.

ARTICLE IV - REGISTERED OFFICE - AGENT: The name of the Registered Agent (*7) and the street address of the Registered Office (*8) are stated in Article XIII.

ARTICLE V - NUMBER OF DIRECTORS: The number of Directors constituting the initial Board of Directors, (*9) if any, is stated in Article XIII. The number of Members of the Board of Directors, if any, shall be determined, from time to time, by the By-Laws.

ARTICLE VI - SHARES: The number of authorized shares (*10), whether such shares shall be Par Value, no Par Value, or Stated Value (*11), and class of shares (*12), are stated in Article XIII.

ARTICLE VII - INCORPORATORS AND DIRECTORS: The name and address of each Incorporator (*13) and the name and address of each Member of the initial Board of Directors (*14) are stated in Article XIII.

ARTICLE VIII - BROADEST POWERS; INCORPORATION BY REFERENCE: The Corporation shall have the broadest powers to do any and all things necessary, suitable, convenient, or proper for the accomplishment of any of the Purposes or the attainment of any of the Objects enumerated, or which, at any time, appear conducive or expedient for the protection or benefit of the Corporation either as holder of, or as to its interest in, any property or otherwise, with all the powers now or hereafter conferred by the laws of this State, upon Corporations incorporated hereunder.

ARTICLE IX - INDEMNIFICATION: The Corporation shall Indemnify and hold harmless, any Party to a threatened, pending or completed action, suit, or proceeding, arising out of contract and/or tort (and with respect to criminal action or proceeding, if the Party had no reasonable cause to believe his or her conduct was unlawful), other than an action by, or in the right of, the Corporation, because he or she is or was a Director or Executive Officer thereof, against expenses (including attorneys' fees), judgments and amounts paid in settlement, actually and reasonably incurred in connection therewith, including appeals thereof, if he or she acted in good faith and in a manner, he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation. Such amounts shall be advanced by the Corporation according to Law prior to final resolution or judgment.

ARTICLE X - GENERAL: The Shareholders shall not have a preemptive right to acquire unissued shares of the Corporation or securities that are convertible into, or carry a right to subscribe to or acquire shares, unless otherwise stated (*15) in Article XIII. Cumulative voting shall not be permitted, unless otherwise stated (*16) in Article XIII.

ARTICLE XI - ACCEPTANCE BY REGISTERED AGENT: The Party named as Registered Agent (whether Individual or Corporation) (*7) which is stated in Article XIII agrees: to act as the initial Registered Agent at the Registered Office, and as such, to accept Service of Process; to keep the Registered Office open during reasonable business hours; to maintain the name(s) and address(es) of any other Officer(s) of the Corporation who are authorized by Law to accept Service of Process; and to comply with the provisions of all statutes relating to the proper and complete performance of the duties as Registered Agent by signing these Articles of Incorporation as evidence of his or her familiarity with and acceptance of the obligations and duties of the position as Registered Agent.

ARTICLE XII - SPECIAL PROVISIONS: Special Provisions, if any, are stated at (*17) in Article XIII.