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TO: DIVISION OF CORPORATIONS

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NAME: SILVIO VINARDELI, P.A.

AUDIT NUMBER.....H97000007529

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**ARTICLES OF INCORPORATION OF
SILVIO VINARDELL, P.A.**

The undersigned incorporator, who is licensed or otherwise legally authorized to practice the profession of medicine, does hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of forming a professional corporation in accordance with the Florida Professional Service Corporation and Limited Liability Company Act under the laws of the State of Florida.

**ARTICLE I
NAME**

The name of the corporation shall be:
SILVIO VINARDELL, P.A.

**ARTICLE II
PRINCIPAL OFFICE AND INITIAL REGISTERED AGENT**

The address of the corporation's principal office is 2301 Collins Avenue, Unit #1129 A, Miami Beach, Florida 33139. The name of the initial registered agent of the corporation and address shall be:

Livia R. Dreize, Esq.
201 West Flagler Street
Miami, Florida 33130

**ARTICLE III
DURATION**

The existence of the Corporation shall commence upon the filing of these Articles of Incorporation to the Department of State and shall be of perpetual duration, or until dissolved on a vote of the shareholder(s) as provided in the Bylaws, or as provided by law.

**ARTICLE IV
PURPOSE**

This corporation is organized for the following purposes:

a. To engage in the practice of medicine as a professional corporation. The Corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws, and to carry on any business necessary or incidental to the accomplishment or furtherance of the purposes or objects of this Corporation.

Prepared by:
Livia R. Dreize, Esq.
Damera & Dreize, P.A.
201 West Flagler Street
Miami, Florida 33130
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Fl. Bar No. 0001988

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b. The purposes of this Corporation shall be carried out only through officers, employees, and agents, each of whom is licensed or otherwise legally qualified to render professional medical services in the State of Florida.

**ARTICLE V
CAPITAL STOCK**

The total number of shares of stock which the corporation shall be authorized to issue or have outstanding at any one time is 100 shares. These shares shall be of a single class of common stock, referred to as Common Shares, and shall have a par value of \$1.00 per share.

**ARTICLE VI
VOTING RIGHTS**

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

**ARTICLE VII
PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash on any new stock of this Corporation or sale of existing shares held by another shareholder, of the same kind, class or series as that which he already holds, shall have the right of first refusal to the purchase of his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VIII
DIRECTORS**

The corporation is to be managed by a board of director(s). The Corporation shall have one director initially. The initial director of the Corporation shall hold office until her successor(s) is elected and qualified as provided in the Bylaws, or until her earlier resignation or removal from office. The name of the initial director is:

<u>Name</u>	<u>Address</u>
Silvio Vinardell, M.D. - President, Vice-President, Treasurer and Secretary	2301 Collins Avenue Unit 1129 A Miami Beach, Florida 33139

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The term of Office of each director shall be for one year and until the election and qualification of a successor. The number of directors set forth in these Articles of Incorporation and constituting the initial board of directors shall be the authorized number of directors until the number is changed by a Bylaw duly adopted by the shareholder(s)

ARTICLE VIII BYLAWS

The initial director shall submit the proposed Bylaws to the shareholder(s) at a meeting to be held for that purpose not more than 30 days following the issuance of the Certificate of Incorporation. Following the adoption of Bylaws by the affirmative vote of three fourths of the shareholders, the internal affairs of the corporation are to be regulated and managed in accordance with the Bylaws.

The undersigned incorporator of this corporation has executed these Articles of Incorporation at Miami, Florida this 7th day of May, 1997.


SILVIO VINARDELL, M.D.

STATE OF FLORIDA

COUNTY OF DADE

I certify that on this day before me, an officer duly authorized in the above-mentioned state and county to take acknowledgments, personally appeared SILVIO VINARDELL, M.D. who is personally known to me or who has produced FL. D. Lic. V563-780-59-3750 as identification and executed the foregoing instrument.

WITNESS MY HAND AND SEAL this 7th day of May, 1997.



LIVIA R. DREIZE
COMMISSION # CC 425434
EXPIRES DEC 8, 1998
BONDED THRU
AT: ANTIC BONDING CO., INC


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ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in Article II of these Articles of Incorporation, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of her duties

Dated this 7th day of May, 1997.

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LIVIA R. DREIZE
Registered Agent