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ACCOUNT NO. : 072100000032

REFERENCE : 399684 6471A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : May 21, 1997

ORDER TIME : 9:55 AM

ORDER NO. : 399684-005

CUSTOMER NO: 6471A

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-05/21/97--01112--014

****122.50 ****122.50

CUSTOMER:

MATEER & HARBERT, P.A.

P. O. Box 2854

Orlando, FL 32802-2854

DOMESTIC FILING

NAME: RODOLFO E. ALDIR, M.D., P.A.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: James Guy

EXAMINER'S INITIALS: _____

FALL WASSER, FLORIDA
MAY 21 PM 2:20

MAY 21 1997

97 MAY 21 PM 1:50
OFFICE OF CORPORATE

ARTICLES OF INCORPORATION **FILED**
OF **57 MAY 21 PM 2:20**
RODOLFO E. ALDIR, M.D., P.A. **JACKSONVILLE, FLORIDA**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a professional corporation under the Professional Service Corporation and Limited Liability Company Act, Florida Statutes, Chapter 621, and other laws of the State of Florida.

ARTICLE I - NAME

The name of this Corporation is RODOLFO E. ALDIR, M.D., P.A.

ARTICLE II - NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is:

To engage in every phase and aspect of the practice of medicine to the public as such professional services are authorized under the laws of the State of Florida, but such professional services shall be rendered only through officers, employees, and agents who are duly licensed to practice medicine under the laws of the State of Florida.

To invest the funds of this corporation in real estate, mortgages, stocks, bonds, and any other type of investment, and to own real and personal property necessary for the rendering of professional medical services.

To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objectives or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the corporation, and in general, either alone or in association with other corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or the attainment of the objectives of this corporation.

The foregoing paragraphs shall be construed as enumerating both objectives and purposes of this corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this corporation otherwise permitted by law.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock having a par value of \$1.00 per share. None of such shares of the corporation may be issued to anyone other than an individual duly licensed to practice medicine in Florida.

ARTICLE IV - DURATION

This corporation shall have perpetual existence.

ARTICLE V - PRINCIPAL OFFICE AND INITIAL REGISTERED OFFICE AND AGENT

The street address of the principal office of this corporation shall be located at 8143 Belshire Drive, Orlando, Florida 32835.

The street address of the initial registered office of this corporation is 225 E. Robinson Street, Suite 600, Orlando, Florida 32801, and the name of the initial registered agent of this corporation is JAMES B. BOGNER.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the bylaws, however there shall never be less than one director. The name and address of the initial member of the Board of Directors of the corporation is:

<u>Name</u>	<u>Address</u>
RODOLFO E. ALDIR, M.D.	8143 Belshire Drive Orlando, Florida 32835

ARTICLE VII - SUBSCRIBER

The name and address of the subscriber to these Articles of Incorporation is as follows:

<u>Name</u>	<u>Address</u>
RODOLFO E. ALDIR, M.D.	8143 Belshire Drive Orlando, Florida 32835

ARTICLE VIII - INDEMNIFICATION

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

ARTICLE IX - ADDITIONAL CORPORATE POWERS

In furtherance, and not in limitation, of the general powers conferred by the laws of the State of Florida and of the purposes and objectives hereinabove stated, this corporation shall have all and singular the following powers:

This corporation shall have the power to enter into, or become a partner in, any arrangements of sharing profits, union of interest, or cooperation, joint venture or otherwise, with any person, firm, or corporation to carry on any business which this corporation has the direct or incidental authority to pursue.

This corporation shall have the power to deny to the holders of the common stock of this corporation any pre-emptive right to purchase or subscribe to any new issue of any type stock of this corporation, and no shareholder shall have any pre-emptive right to subscribe to any such stock.

This corporation shall have the power, at its option, to purchase and acquire any or all of its shares owned and held by any such shareholder as should desire to sell, transfer, or otherwise dispose of his shares, in accordance with shareholder agreements or the Bylaws of this corporation setting forth the terms and conditions of such purchase; provided, however, the capital of this corporation is not impaired.

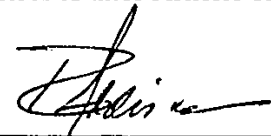
This corporation shall have the power, at its option, to purchase and acquire the shares owned and held by any shareholder who dies, in accordance with shareholder agreements or the Bylaws of this corporation setting forth the terms and conditions of such purchase; provided however, the capital of this corporation is not impaired.

This corporation shall have the power to enter into, for the benefit of its employees, one or more of the following: (1) a pension plan, (2) a profit-sharing plan, (3) a stock bonus plan, (4) a thrift and savings plan, (5) a restricted stock option plan, or (6) other retirement or incentive compensation plans.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the shareholders.

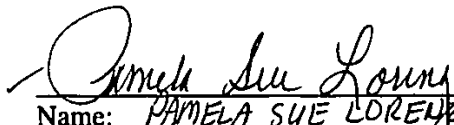
IN WITNESS WHEREOF, the undersigned subscriber to these Articles of Incorporation, has set his hand and seal this 19th day of May, 1997.



RODOLFO E. ALDIR, M.D.

STATE OF FLORIDA
COUNTY OF OSCEOLA

The foregoing instrument was acknowledged before me this 19th day of May, 1997, by RODOLFO E. ALDIR, M.D., who is (check one): personally known to me or has produced _____
(type of identification) as identification.



Name: PAMELA SUE LORENZ
(Print Name)

Notary Public - State of Florida
My Commission Expires:



PAMELA SUE LORENZ
My Commission CC433003
Expires Feb 09, 1999
Bonded by HAI
800-422-1555

IN PURSUANCE OF CHAPTER 48.091, FLORIDA STATUTES,
THE FOLLOWING IS SUBMITTED IN COMPLIANCE WITH SAID ACT:

RODOLFO E. ALDIR, M.D., P.A. desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at Orlando, Orange County, State of Florida, has named JAMES B. BOGNER, located at 225 E. Robinson Street, Suite 600, Orlando, Florida 32801 as its registered 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, I HEREBY AGREE to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



JAMES B. BOGNER
(Registered Agent)

FILED
97 MAY 21 PM 2:20
TALLAHASSEE, FLORIDA