

P97000046158



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 402683 4306424

AUTHORIZATION :

*Patricia Pyzdek*

COST LIMIT : \$ 122.50

ORDER DATE : May 23, 1997

ORDER TIME : 10:04 AM

ORDER NO. : 402683-005

CUSTOMER NO: 4306424

000002189910--9

CUSTOMER: Ms. Kathy Gonsalves  
STEEL HECTOR & DAVIS

41st Floor, Ste. 4000  
200 S. Biscayne Boulevard  
Miami, FL 33131-2398

DOMESTIC FILING

NAME: SURGEONS GROUP OF SOUTH  
FLORIDA, 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: Warren Whittaker

EXAMINER'S INITIALS: \_\_\_\_\_

FILED  
MAY 23 PM 1:09  
TALLAHASSEE, FLORIDA

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94 MAY 23 1997

FILED  
5/22/97

ARTICLES OF INCORPORATION  
OF  
SURGEONS GROUP OF SOUTH FLORIDA, P.A.

FILED  
97 MAY 23 PM 1:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation, hereby forms a Professional Corporation for profit pursuant to the provisions of the Professional Service Corporation Act and other laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation shall be: Surgeons Group of South Florida, P.A.  
(the "Corporation").

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this Corporation is c/o Rafael Diaz-Yoserev, M.D., 520 Brickell Key Drive, Apt. 814, Miami, Florida 33131.

ARTICLE III - PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business for a professional corporation organized under the Professional Service Corporation Act of the State of Florida engaged in the practice of medicine.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time shall be 1,000 shares of common stock, par value \$0.01 per share.

ARTICLE V - INITIAL REGISTERED AGENT AND  
INITIAL REGISTERED OFFICE

The initial Registered Agent and the street address of the initial Registered office of this Corporation shall be:

Nanette O. Wernstrom, Esq.  
First Union Financial Center  
200 South Biscayne Boulevard, Suite 4100  
Miami, Florida 33131-2398

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have three directors initially. The number of directors may be either increased or decreased from time to time as provided in the bylaws, but shall never be less than one. The names and addresses of the initial directors of this Corporation are:

Rafael Diaz-Yoserev, M.D.  
520 Brickell Key Drive, Apt. 814  
Miami, FL 33131

Juan Lombillo, M.D.  
c/o Rafael Diaz-Yoserev, M.D.  
520 Brickell Key Drive, Apt. 814  
Miami, FL 33131

Dagoberto Garces, M.D.  
c/o Rafael Diaz-Yoserev, M.D.  
520 Brickell Key Drive, Apt. 814  
Miami, FL 33131

ARTICLE VII - CORPORATION'S EFFECTIVE DATE

This Corporation's existence shall become effective as of May 22, 1997.

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Nanette O. Wernstrom, Esq.  
First Union Financial Center  
200 South Biscayne Boulevard, Suite 4100  
Miami, Florida 33131-2398

IN WITNESS WHEREOF, the undersigned, as Incorporator and Registered Agent, has executed the foregoing Articles of Incorporation this 22nd day of May, 1997.

  
\_\_\_\_\_  
Nanette O. Wernstrom, Esq. Incorporator  
and Registered Agent

CERTIFICATE DESIGNATING THE ADDRESS  
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED

WITNESSETH:

That Surgeons Group of South Florida, P.A., desiring to organize under the laws of the State of Florida, which will have its principal office in Florida, has named Nanette O. Wernstrom, Esq. located at First Union Financial Center, 200 South Biscayne Boulevard, Suite 4100, Miami, Florida 33131-2398, its 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 I accept the duties and obligations of Section 607.0505, Florida Statutes.

Dated: This 22nd day of May, 1997.

  
\_\_\_\_\_  
Nanette O. Wernstrom, Esq. Registered Agent

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FILED  
97 MAY 23 PM 1:09  
TALLAHASSEE, FLORIDA