

PA70000349153

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(904) 224-8870 • 1-800-342-8062 • Fax (904) 222-1222

FILED

97 JUN -4 PM 1:16

U.S. DEPARTMENT OF JUSTICE
FEDERAL BUREAU OF INVESTIGATION

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FEDERAL BUREAU OF INVESTIGATION
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DIVISION OF CORPORATION

K.R. JUN - 4 1997

Signature _____

Requested by: CJB 12/1 1997
Name Date Time

Walk-In _____ Will Pick Up _____

- ____ Art of Inc. File _____
- ____ LTD Partnership File _____
- ____ Foreign Corp. File _____
- ____ L.C. File _____
- ____ Fictitious Name File _____
- ____ Name Reservation _____
- ____ Merger File _____
- ____ Art. of Amend. File _____
- ____ RA Resignation _____
- ____ Dissolution / Withdrawal _____
- ____ Annual Report / Reinstatement _____
- ____ Cert. Copy _____
- 1 Photo Copy _____
- ____ Certificate of Good Standing _____
- ____ Certificate of Status _____
- ____ Certificate of Fictitious Name _____
- ____ Corp Record Search _____
- ____ Officer Search _____
- ____ Fictitious Search _____
- ____ Fictitious Owner Search _____
- ____ Vehicle Search _____
- ____ Driving Record _____
- ____ UCC 1 or 3 File _____
- ____ UCC 11 Search _____
- ____ UCC 11 Retrieval _____
- ____ Courier _____

ARTICLES OF INCORPORATION

OF

ANDREW RESS, M.D., P.A.

The undersigned, subscriber of these Articles of Incorporation is a natural person, competent to contract and is a Medical Doctor, duly licensed to render services as such under the Laws of State of Florida, and he does hereby present these Articles for the formation of a corporation under the Professional Service Corporation Act and other Laws of the State of Florida.

ARTICLE I

The name of this corporation is ANDREW RESS, M.D., P.A.

ARTICLE II

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

(A) To engage in every phase and aspect of the practice of rendering professional service to the public that a Medical Doctor, duly licensed under the Laws of the State of Florida is authorized to render, provided however that said professional services shall be rendered only through officers, employees and agents who are appropriately and duly licensed under the Laws of the State of Florida.

(B) To engage in all activities or business permitted under the Laws of the United States or the State of Florida.

ARTICLE III

The capital stock of this Corporation shall consist of One Thousand (1000) shares of common stock with a value of \$1.00 par value per share.

ARTICLE IV

INITIAL CAPITAL

The amount of the capital with which this Corporaiton shall begin business shall be One Thousand (\$1,000.00) Dollars.

ARTICLE V

TERM OF EXISTENCE

This Corporation shall have perpetual existence, unless sooner dissolved according to law, said existence shall commence on the date of issuance of the Certificate of Incorporation herein by the Secretary of State of the State of Florida.

ARTICLE VI

PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Corporation shall be located at 1700 Sans Souci Boulevard, North Miami, Florida, or such other place of business as may be determined and fixed by the Board of Directors from time to time. The Resident Agent of

this Corporation shall be LEWIS M. RESS at 1700 Sans Souci
Boulevard, North Miami, Florida.

ARTICLE VII

INDEBTEDNESS

The outstanding indebtedness of this Corporation shall be
unlimited.

ARTICLE VIII

DIRECTORS

The number of directors of this Corporation shall be not
less than two (2) nor more than five (5) as the same may be
provided for by the By-Laws of this Corporation. The By-Laws may
provide for an increased or decreased number of directors, or
change thereof.

The names and post office addresses of the first Board of
Directors, who subject to the provisions of the By-Laws and the
Laws of the State of Florida, shall hold office for the first
year of the Corporation's existence or until their successors are
chosen and elected, are as follows:

NAME

ADDRESS

ANDREW RESS, M.D.

1700 Sans Souci Boulevard
North Miami, FL 33181

LEWIS M. RESS

1700 Sans Souci Boulevard
North Miami, FL 33181

ARTICLE IX

SUBSCRIBERS

The name and address of each subscriber to the capital stock of this Corporation, each of whom is a Medical Doctor duly and currently licensed to practice medicine in the State of Florida, and the number of shares of stock each agree to purchase are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
ANDREW RESS, M.D.	1700 Sans Souci Boulevard North Miami, Florida 33181	900
BRADFORD RESS, M.D.	1700 Sans Souci Boulevard North Miami, Florida 33181	100

ARTICLE X

CONFLICT OF INTEREST

No contract or other transaction between this Corporation and any other corporation shall be affected or invalidated by the fact that any of the officers of this Corporation are pecuniarily or otherwise interested in, or are Directors or Officers of, such other Corporation; any Director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have

been known to the Board of Directors or a majority thereof, and any Director of this Corporation or who is so interested may be counted in determining the existence of a quorum at any such meeting of the Board of Directors, and may vote at any such meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction, with like force and effect as is he were not such a Director or Officer of such other Corporation or not so interested.

ARTICLE XI

INCORPORATION OF PROVISIONS AT PROFESSIONAL SERVICE CORPORATION ACT

This Corporation shall be a Professional Corporation within the meaning of the applicable Florida Statute, and this Corporation, its officers, directors, stockholders, agents and employees shall be subject to all of the terms and provisions of said Chapter, as the same now exists or may be hereafter amended.

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

AMENDMENT

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

ARTICLE XIV

BY-LAWS

The following provisions for the regulation of the business and for the conduct of the affairs of the corporation and creating, dividing, limiting and regulating the powers of the corporation, its stockholders and directors, are hereby adopted as part of these Articles of Incorporation. The Board of Directors, from time to time, shall determine whether or not and to what extent and at what time and place, and under what conditions and regulations, the accounts and books of the corporation or any of them, shall be open to inspection of stockholders, and no stockholder shall have any right to inspect any account or document of the corporation, except as conferred by a Statute, or authorized by the Board of Directors, or by resolution of the Stockholders.

WHEREAS, this corporation is and shall be a small business

corporation as defined in Section 1244 (c)(2) of the Internal Revenue Code and there is not now outstanding any offering or portion thereof of this Corporation to sell or issue any of its stock except as provided in Article IV of these Articles of Incorporation, being a sale to the original subscriber, who issued a total of the shares authorized, which is the maximum amount that can be issued within one year from this date in accordance with the plan adopted by the Board of Directors.

WHEREAS, it is further deemed advisable that the subscription, sale and issue of such shares be effectuated in such a manner that qualified shareholders may receive the benefits of Section 1244 of the Internal Revenue Code. The Corporation, and the parties hereto, are authorized to and shall take whatever action shall be necessary to cause the shares of the Corporation to qualify as "Section 1244 Stock" as such term is used and defined in the Internal Revenue Code of 1954 amended, and the regulations issue thereunder.

IN WITNESS WHEREOF, I, the undersigned, have executed these

Articles of Incorporation for the uses and purposes therein
stated.

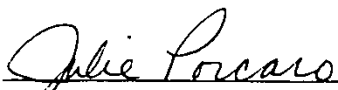


ANDREW RESS, M.D.

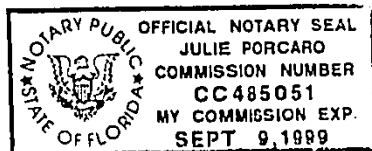
STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, this day personally
appeared ANDREW RESS, M.D., to be well known and known by me to
be the person who executed the foregoing Articles of
Incorporation of ANDREW RESS, M.D., P.A., and he acknowledged
before me, according to law, that he made and subscribed to the
same for the uses and purposes therein mentioned and stated and
set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in
the County and State last aforementioned, this 22th day of May,
1997.



NOTARY PUBLIC
State of Florida



CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

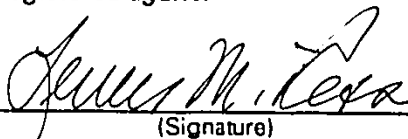
PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Andrew Ress, M.D., P.A.

2. The name and address of the registered agent and office is:

Lewis M. Ress
(Name)
1700 Sans Souci Boulevard
(P.O. Box not acceptable)
North Miami, Florida 33181
(City/State/Zip)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Signature)