

BROAD and CASSEL
ATTORNEYS AT LAW

SUITE 1130
BROWARD FINANCIAL CENTRE
500 EAST BROWARD BOULEVARD
FORT LAUDERDALE, FL 33304
(954) 784-7000
DADE (305) 945-0404
TELECOPY (954) 781-8135

June 27, 1997

File No. 20041.0001

VIA FEDERAL EXPRESS OVERNIGHT MAIL

Secretary of State
Division of Corporations
409 East Gains Street
Tallahassee, Florida 32399

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-06/30/97--01057--020
****122.50 ****122.50

RE: Giovanni Campanile, M.D., P.A.

Dear Sir/Madam:

Enclosed is an original and one (1) copy of the Articles of Incorporation ("Articles") and the Certificate of Designation of Registered Agent and Registered Office ("Certificate") of Giovanni Campanile, M.D., P.A., and a check payable to the Secretary of State in the amount of \$122.50 in payment of the following:

1. Certificate of Incorporation filing fee	\$35.00
2. Certified copy of the Certificate of Incorporation	52.50
3. Registered Agent's fee	<u>35.00</u>
Total	<u>\$122.50</u>

After filing, please return a certified copy of the Articles and the Certificate in the enclosed addressed stamped return envelope as soon as possible.

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7777 Glades Road
Boca Raton, Florida 33434
(561) 453-7000
Telecopy (561) 483-7321

Miami Center
201 South Biscayne Blvd.
Miami, Florida 33131
(305) 373-6400
Telecopy (305) 373-6443

100 North Tampa
Suite 3500
Tampa, FL 33602
(813) 225-3020
Telecopy (813) 225-3030

First Florida Bank Tower
218 South Monroe Street
Tallahassee, Florida 32301
(904) 881-0810
Telecopy (904) 881-0702

300 North Orange Avenue
Orlando, Florida 32801
(407) 839-4200
Telecopy (407) 425-6377

The Reflections Office Centre
400 Australian Avenue South
West Palm Beach, Florida 33401
(561) 832-3300
Telecopy (561) 855-1100

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Division of Corporations
June 27, 1997
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If you have any questions or comments, please do not hesitate to contact us.

Sincerely yours,

A handwritten signature in cursive script, appearing to read "Lester J. Perling".

LESTER J. PERLING
For the Firm

e-mail<lestorp@broadandcassel.com>

LJP/mae

w/encls.

cc: Giovanni Campanile, M.D.

BROAD and CASSEL

ARTICLES OF INCORPORATION
OF
GIOVANNI CAMPANILE, M.D., P.A.

The undersigned incorporator to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation shall be Giovanni Campanile, M.D., P.A.

ARTICLE II

NATURE OF BUSINESS

The general nature of the business and the proposed objects and purposes to be transacted, promoted and carried on are to do any and all things hereinafter mentioned as fully and to the same effect and extent as natural persons might or could do, viz:

A. To engage in every phase and aspect of the practice of medicine and to render professional medical services to any and all persons, firms, corporations and other entities and to the general public in the State of Florida and all of its political subdivisions and otherwise throughout the world unless prohibited by law.

B. To invest its funds in real estate, mortgages, stocks, bonds or other types of investments, and to own real or personal property necessary for the rendering of the aforesaid professional services.

C. In general, to do all things and perform all acts necessary and proper for the accomplishment of the aforesaid purposes or necessary or incidental to the achievement of the objectives of the corporation and to have and exercise all powers of any nature

whatsoever permitted or conferred by law upon corporations in general, unless specifically prohibited by the Professional Service Corporation Act and Limited Liability Company Act of the State of Florida including any subsequent amendments thereto.

D. The foregoing clauses shall be construed both as objects and powers, and it is hereby expressly provided that the foregoing enumeration of special powers shall not be held to limit or restrict in any manner the powers of this corporation.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock this Corporation is authorized to have outstanding at one time are one hundred (100) shares of common stock with \$0.01 par value.

ARTICLE IV

TERM OF EXISTENCE

The corporation shall exist in perpetuity.

ARTICLE V

INITIAL PRINCIPAL OFFICE

The initial street address of the principal office of this corporation in the State of Florida shall be 901 Meadows Road, Suite A, Boca Raton, Florida 33486.

ARTICLE VI

INITIAL REGISTERED AGENT AND OFFICE

The Initial Registered Agent and Office of this corporation shall be:

Giovanni Campanile, M.D.
901 Meadows Road, Suite A
Boca Raton, Florida 33486

ARTICLE VII

INCORPORATOR

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

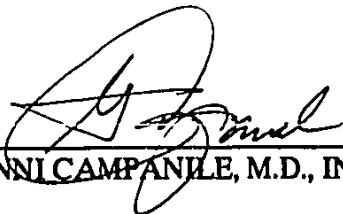
Giovanni Campanile, M.D.
901 Meadows Road, Suite A
Boca Raton, Florida 33486

ARTICLE VIII

SPECIAL ELECTION

The corporation expressly elects not to be governed by either §607.0901 or §607.0902 of the Florida Business Corporation Act, as each may be amended from time to time, relating to affiliated transactions and control share acquisitions.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 27th day of June, 1997.

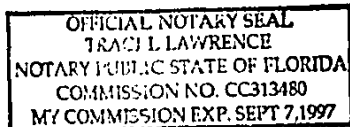


GIOVANNI CAMPANILE, M.D., INCORPORATOR

STATE OF FLORIDA

COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 27 day of June, 1997, by Giovanni Campanile, who is personally known to me or who has produced _____ as identification and who did (did not) take an oath.



Traci Lawrence
SIGNATURE OF NOTARY

Traci L. Lawrence
PRINTED NAME OF NOTARY

9/7/97
COMMISSION EXPIRES

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE**

Pursuant to the provisions of Sections 48.091, 607.0501 and 607.0505, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent, in the State of Florida.

1. The name of the corporation is: Giovanni Campanile, M.D., P.A.
2. The name and address of the registered agent and office is:

Giovanni Campanile, M.D.
901 Meadows Road, Suite A
Boca Raton, FL 33486



GIOVANNI CAMPANILE, M.D., Incorporator

Dated this 27th day of June, 1997.

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 FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF MY POSITION AS REGISTERED AGENT INCLUDING THOSE CONTAINED IN SECTION 607.0505, FLORIDA STATUTES.



GIOVANNI CAMPANILE, M.D.

Dated this 27th day of June, 1997.