

P97000087592



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 559687 4369500

AUTHORIZATION :

*Patricia Pizutto*

COST LIMIT : \$ 122.50

ORDER DATE : October 9, 1997

ORDER TIME : 11:25 AM

ORDER NO. : 559687-005

CUSTOMER NO: 4369500

000002316490--8

CUSTOMER: Judy Diamond, Legal Assistant  
MCDERMOTT, WILL & EMERY

201 South Biscayne Boulevard  
22nd Floor  
Miami, FL 33131-4335

DOMESTIC FILING

NAME: SOUTH BEACH MEDICAL GROUP,  
INC.

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: Andrew Cumper

EXAMINER'S INITIALS:

*00611*

*W97-23119*

SN OCT - 9 1997

FILED  
97 OCT -9 AM 10:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

97 OCT -9 PM 12:13  
DIVISION OF CORPORATIONS

*5*



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

October 9, 1997

CSC NETWORKS  
1201 HAYS ST.  
TALLAHASSEE, FL 32301-2607

SUBJECT: SOUTH BEACH MEDICAL GROUP, INC.  
Ref. Number: W97000023119

We have received your document for SOUTH BEACH MEDICAL GROUP, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6052.

Sandy Ng  
Document Specialist

Letter Number: 697A00049632

**RESUBMIT**

Please give original  
submission date as file date.

**ARTICLES OF INCORPORATION  
OF  
SOUTH BEACH MEDICAL GROUP, INC.**

**FILED**

97 OCT -9 AM 10:20

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED incorporator, for purposes of forming a Florida corporation under the Florida Business Corporation Act (Florida Statutes, Chapter 607), hereby adopts the following Articles of Incorporation:

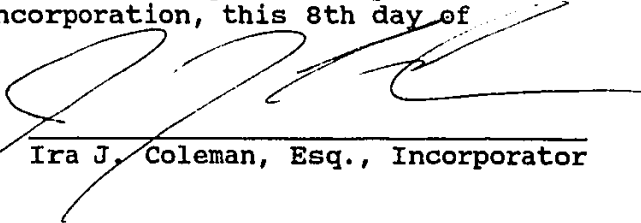
- FIRST:** The name of the corporation is: SOUTH BEACH MEDICAL GROUP, INC. (the "Corporation").
- SECOND:** The principal office address and mailing address of the Corporation is: 2333 Brickell Avenue, Suite D-1, Miami, Florida 33131.
- THIRD:** The Corporation is authorized to issue 10,000 shares of common stock, par value \$.01 per share.
- FOURTH:** The street address of the initial registered office of the Corporation is: 1201 Hays Street, Tallahassee, Florida 32301; and the registered agent at that address is Corporation Information Services.
- FIFTH:** The name and address of the incorporator of the Corporation is: Ira J. Coleman, Esq., c/o McDermott, Will & Emery, 201 South Biscayne Boulevard, Miami, Florida 33131.
- SIXTH:** The Corporation shall have one (1) director initially and the number of directors may be increased or decreased from time to time as provided by the By-Laws but shall never be less than one (1).
- SEVENTH:** The name and address of the initial director who shall hold office for the first year of existence of the Corporation or until the earlier of his resignation or removal is: Enrique Murciano, M.D., 2333 Brickell Avenue, Suite D-1, Miami, Florida 33131.

**EIGHTH:** The Corporation, through its officers and employees, shall be authorized to perform any activity permissible by law.

**NINTH:** The Corporation is intended to be a corporation within the meaning of the Florida Business Corporation Act (the "Act"), and accordingly, the Corporation and its officers, directors and shareholders, shall be subject to all of the provisions of said Act.

**TENTH:** The corporate existence of the Corporation shall commence on October 9, 1997.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, this 8th day of October, 1997.

  
Ira J. Coleman, Esq., Incorporator

STATE OF FLORIDA     )  
                              ) SS:  
COUNTY OF DADE     )

Sworn to and subscribed before me this 8th day of October, 1997 by Ira J. Coleman, who is personally known to me.

  
Notary Public, State of Florida  
My Commission Expires:



**ACCEPTANCE OF APPOINTMENT  
OF  
REGISTERED AGENT**

**I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.**

CORPORATION SERVICE COMPANY

By: Gail Akelly, as agent  
GAIL SHELBY CSC AGENT

**FILED**  
97 OCT -9 AM 10:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA