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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 567327 83086A

AUTHORIZATION :

Patricia Pyatt

COST LIMIT : \$ 131.25

ORDER DATE : October 16, 1997

ORDER TIME : 11:24 AM

ORDER NO. : 567327-005

000002321970--2

CUSTOMER NO: 83086A

CUSTOMER: Ms. Becky Shirey
PALMER PALMER & MANGIERO, P.A.

Falls Professional Center
12790 South Dixie Highway
Miami, FL 33156

DOMESTIC FILING

NAME: NORMA B. BARTON, 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
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Glisar

EXAMINER'S INITIALS:

FILED
97 OCT 16 PM 1:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 OCT 16 AM 11:56
DIVISION OF CORPORATION

SN OCT 16 1997

EFFECTIVE DATE
10/9/97

ARTICLES OF INCORPORATION
OF

NORMA B. BARTON, M.D., P.A.

FILED

97 OCT 16 PM 1:21

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a professional association under the provisions of the laws of the State of Florida, hereby make, subscribe and acknowledge before a Notary Public, and file with the Secretary of State of the State of Florida, the following Articles of Incorporation for such professional association:

ARTICLE I - NAME

The Name of the professional association is: NORMA B. BARTON, M.D., P.A.

ARTICLE II - PURPOSE

The general nature of the business to be conducted and carried on by this professional association is:

(a) To supply medical services.

(b) To engage in every aspect and phase of each and every lawful business or operation permitted by the laws of the State of Florida, including, but not limited to, the right and power to manufacture, distribute, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description; except that it is not to conduct a banking, safe-deposit, trust, insurance, surety, express, railroad, canal, telephone, telegraph or cemetery company, a building and

loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

(c) To purchase, take and lease, or in exchange, hire or otherwise acquire any real or personal property, rights or privileges suitable or convenient for any purposes of this business, and to purchase, acquire, erect and construct, make improvements of buildings or machinery, stores or works, insofar as the same may be appurtenant to or useful for the conduct of the business as above specified, but only to the extent to which it is organized.

(d) To purchase, sell, pledge, subscribe for or otherwise acquire and to hold the shares, stocks, bonds, debentures, futures, options, commodities, puts and calls or obligations of any company organized under the laws of the State of Florida or of any other state or of any territory of the United States or of any foreign country, except monied or transportation, banking or insurance companies, and to sell or exchange the same, or upon the distribution of assets or divisions of profits, to distribute any such shares, stocks or obligations or proceeds thereof among the stockholders of this company.

(e) The professional association shall have full power and lawful authority to issue, execute, assign and endorse notes, mortgages, bonds and all other negotiable papers; to secure any indebtedness due it in the same manner common to natural persons. It shall have the full power to loan money and secure the payment thereof by accepting mortgages, personal endorsements or

assignments of personal property or other security. It may sue or be sued, contract or be contracted with, and do any and all other acts necessary or incidental to the powers herein specifically designated.

(f) To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state, body politic or government or colony or dependency thereof.

(g) The foregoing shall be construed as independent businesses, and the enumeration of any specific business shall not restrict any other business of the professional association.

(h) The professional association shall, in addition, have the power to carry on any other lawful business whatsoever in connection with the foregoing, which is calculated directly or indirectly to promote the interests of the professional association, or to enhance the value of its assets.

(i) To do and perform and cause to be done or performed each, any and all of the acts and things above enumerated, and any and all other acts and things insofar as the same may be incidental to or included in any or all of the general powers given, always provided that the grant of the foregoing enumerated powers is upon the express condition precedent that the various powers above enumerated shall be exercised by the acts above recited under which said company is organized, and the same shall be exercised by said company only in the manner and to the extent that the same shall be authorized to be exercised under the said acts above recited under

which it was organized. The said professional association may perform any part of its business outside of the State of Florida, or in other states or colonies of the United States, or in any foreign countries.

ARTICLE III - DURATION

This professional association shall exist on a perpetual basis commencing on the date of execution and acknowledgment of these Articles.

ARTICLE IV - CAPITAL STOCK

(a) The aggregate number of shares that the professional association shall have the authority to issue is 100 shares of Capital Stock with \$1.00 par value per share.

(b) The sum of the par value of all shares of Capital Stock of the professional association that have been issued shall be the stated capital of the professional association at any particular time.

(c) The holders of the outstanding Capital Stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the Capital Stock of the professional association.

(d) The shares of the professional association are not to be divided into classes.

(e) The professional association is not authorized to issue shares in series.

ARTICLE V - 1244 STOCK

The Capital Stock of the professional association will be issued in accordance with the requirements of Section 1244 of the Internal Revenue Code.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this professional association of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price which it is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this professional association is 12790 South Dixie Highway, Miami, Florida 33156 and the name of the initial registered agent of this professional association at that address is David Mangiero, Esq. However, this professional association may, from time to time, move the principal office to any other address, and shall have the right and power to transact business and establish offices within and without the State of Florida, and in foreign countries, as may be necessary or convenient.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This professional association shall have two (2) director(s) initially. The number of directors may be either increased or

diminished from time to time by the By-Laws but shall never be less than one (1).

The names and post office addresses of the First Board of Directors, who, being subject to the provisions of the Articles of Incorporation, the By-Laws and the corporation laws of the State of Florida, shall hold office for the first year of the professional association's existence, or until their successors are selected and have qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
NORMA B. BARTON, M.D.	7150 W. 20 Avenue, Suite 201 Hialeah, Florida 33014
JAMES M. BARTON	7150 W. 20 Avenue, Suite 201 Hialeah, Florida 33014

ARTICLE IX - INCORPORATORS

The names and street addresses of each subscriber and incorporator of these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
NORMA B. BARTON, M.D.	7150 W. 20 Avenue, Suite 201 Hialeah, FL 33014

ARTICLE X - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the shareholders.

ARTICLE XI - VOTING RIGHTS

Except as otherwise provided by law, the entire voting over for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common Shares.

ARTICLE XII - TRANSACTIONS WITH DIRECTORS AND OFFICERS

No contract or other transaction between the professional association and any other firm or corporation shall be affected or invalidated by reason of the fact that any one or more of the Directors or Officers of this professional association is, or are, interested in, or is a member, stockholder, director or officer or are members, stockholders, directors or officers of such other firm or corporation; and any director or officer, or officers, individually or jointly, may be a party or parties to, or may be interested in, any contract or transaction of this professional association or in which this professional association is interested, and not contract, act or transaction of this professional association with any person or persons, firm association, or corporation shall be affected or invalidated by reason of the fact that any director or directors or officer or officers of this professional association, is a party or are parties to, or interested in, such contract, act or transaction, or in way connected with such person or persons, firm, association or corporation, and each and every person who may become a director or officer of this professional association is hereby relieved from any liability that might otherwise exist from thus contracting with

this professional association for the benefit of himself or any firm, association, or corporation, in which he may in any way be interested; directors, when so interested, shall be counted present at directors' meetings for the purpose of determining the existence of a quorum and may vote at such meetings as fully and with the same effect as if not so interested.

ARTICLE XIII - INDEMNIFICATION

The professional association shall indemnify any officer, director, employee or agent, or any former officer, director, employee or agent, to the full extent permitted by law.

ARTICLE XIV - AMENDMENT

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

ARTICLE XV - MISCELLANEOUS

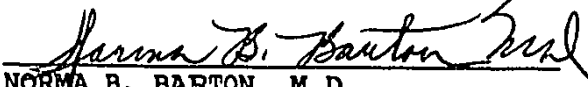
(a) The professional association shall have the further right and power from time to time to determine whether and to what extent and at what time and places and under what conditions and regulations the accounts and books of this professional association (other than the stock book) or any of them shall be open to inspection of stockholders and no stockholder shall have the right of inspecting any account, books or documents of this professional

association except as conferred by statutes, unless authorized by a resolution of the stockholders or the Board of Directors.

(b) Both stockholders and directors shall have the power, if the By-Laws so provide, to hold their respective meetings, and to have one or more offices within the State of Florida or without, and to keep the books of the professional association (subject to the provisions of the statutes) outside the State of Florida, at such places as may from time to time be designated by the Board of Directors.

(c) The professional association may in its By-Laws confer powers upon its Directors in addition to the foregoing and in addition to the powers authorized and expressly conferred by statute.

WE, the undersigned, being each and all of the original subscribers to Capital Stock hereinabove named for the purpose of forming a professional association for profit to do business both without and within the State of Florida, do hereby make, subscribe, acknowledge and file this the Articles of Incorporation, hereby declaring and certifying that the facts therein stated are true and correct, and do respectively agree to take the number of shares of stock hereinabove set forth as to each of us, and accordingly have hereunto set our hands and seals this 9th day of ^{OCTOBER} ~~September~~, 1997.


NORMA B. BARTON, M.D.

STATE OF FLORIDA)
) ss.
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Norma B. Barton, M.D., who, after being by me first duly cautioned and sworn, upon their respective oaths depose and say that they are the parties to the foregoing Articles of Incorporation and severally acknowledged the said execution to be their free and voluntary act and deed, each of the, each for himself and not for the other, and that the facts therein stated are truly set out.

WITNESS my hand and seal at Miami, Florida, the day and date first above set forth.

Angela M. Lopez
Notary Public, State of Florida

My commission expires:

[Seal]



Certificate designating place of business or domicile for the service of process within Florida, naming agent upon whom process may be served.

In compliance with §48.091, Florida Statutes, the following is submitted:

That NORMA B. BARTON, M.D., P.A., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 7150 W. 20 Avenue, Suite 201, Hialeah, Florida 33014, State of Florida, has named David Mangiero, Esquire, located at 12790 South Dixie Highway, Miami, Florida 33156, as its registered agent to accept service of process within Florida.


NORMA B. BARTON, M.D.

TITLE: President

DATE: 10-9-97

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.


DAVID MANGIERO, ESQ.

Date: 10-9-97

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97 OCT 16 PM 1:21
TALAHASSEE, FLORIDA
SECRETARY OF STATE