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TELEFAX

FROM THE LAW OFFICES OF
FOWLER, WHITE, BURNETT, HURLEY, BANICK & STRICKROOT, P.A.
100 SouthEast Second Street
Miami, FL 33131-1101

OUR FAX NO. 305-789-9201
OUR TELEPHONE NO. 305-789-9200

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COMMENTS: Fax Audit #H97000019014
Letter No. 697A00054850
Account No. 071250001512

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosed are revised Articles of Incorporation with a copy of your letter and the fax audit sheet. Please process accordingly.

TOTAL NUMBER OF PAGES INCLUDING THIS COVER SHEET:

DATE: November 14, 1997

IMPORTANT MESSAGE

THIS TRANSMITTAL IS INTENDED ONLY FOR THE USE OF THE INDIVIDUAL OR ENTITY TO WHICH IT IS ADDRESSED, AND MAY CONTAIN INFORMATION THAT IS PRIVILEGED, CONFIDENTIAL AND EXEMPT FROM DISCLOSURE UNDER APPLICABLE LAW. IF THE READER OF THIS TRANSMITTAL IS NOT THE INTENDED RECIPIENT, YOU ARE HEREBY NOTIFIED THAT ANY DISSEMINATION, DISTRIBUTION OR COPYING OF THIS COMMUNICATION IS STRICTLY PROHIBITED. IF YOU HAVE RECEIVED THIS COMMUNICATION IN ERROR, PLEASE NOTIFY US IMMEDIATELY BY TELEPHONE, AND RETURN THE ORIGINAL TRANSMITTAL TO US AT THE ABOVE ADDRESS VIA THE UNITED STATES POSTAL SERVICE. THANK YOU.

DMC
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FOWLER, WHITE, BURNETT, ET AL

ACCT#: 071250001512

CONTACT: JUDITH D RODMAN

PHONE: (305)789-9200

FAX #: (305)789-9201

NAME: DINA K. MILLER, M.D., P.A.

AUDIT NUMBER.....H97000019014

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 8

CERT. COPIES.....1

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 14, 1997

FOWLER, WHITE, BURNETT

SUBJECT: DINA K. MILLER, M.D., P.A.
REF: W97000025812

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

You must list the corporation's principal office and/or a mailing address in the document.

The registered agent and street address must be consistent wherever it appears in your document.

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) 487-6067.

Naysa Culligan
Document Specialist

FAX Aud. #: H97000019014
Letter Number: 697A00054850

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ARTICLES OF INCORPORATIONSECRETARY OF STATE
TALLAHASSEE, FLORIDA**DINA K. MILLER, M.D., P.A.**

The undersigned, desiring to organize a professional service corporation for the purposes hereinafter stated, pursuant to the laws of the State of Florida, does hereby adopt the following Articles of Incorporation:

ARTICLE I**NAME**

The name of this corporation shall be and is:

DINA K. MILLER, M.D., P.A.**ARTICLE II****PURPOSE**

The general nature of the professional services to be rendered by this professional service corporation shall be as follows, to-wit:

A. To engage in every phase and aspect of the business of rendering the same professional services to the public that a medical doctor, duly licensed under the laws of the State of Florida, is authorized to render, but such professional services shall be rendered only through officers, employees and agents who are duly licensed under the laws of the State of Florida to practice therein.

Fred K. Lickstein, Esq.
Fowler, White et al, P.A.
100 S.E. 2nd Street, 17th Floor
Miami, FL 33131-1101
Ph:(305) 789-9200
Florida Bar No. 163331

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B. To buy, sell, deal in and exchange shares of its own capital stock, except that the corporation shall not issue any of its capital stock to anyone other than an individual who is duly licensed or otherwise legally authorized to render professional services as a medical doctor within the State of Florida. No shareholder of this corporation shall enter into a voting trust with the authority to exercise the voting power of any or all of his stock.

C. To invest the funds of this corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and to own real and personal property necessary for the rendering of professional services.

D. To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the accomplishment of the purpose or the attainment of the objects or the furtherance of such purposes or objects of this corporation.

E. Without limiting the generality of any of the foregoing language, the corporation shall have all of the powers which are now or which may hereafter be conferred upon professional service corporations by the laws of the State of Florida.

ARTICLE III

STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any time is 10,000 Shares of Common Stock having a par value of \$.01 per share.

ARTICLE IV

EXISTENCE

This corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 955 N.W. 3rd St., Suite 830, Miami, FL 33128, and the initial registered agent of the corporation at that address is Dina K. Miller, M.D., 955 NW 3rd St., Suite 830, Miami, FL 33128.

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ARTICLE VI

DIRECTORS

This corporation shall have one Director initially. The number of Directors may be increased or diminished, from time to time, by Bylaws adopted by the Stockholders, but shall never be less than one (1).

ARTICLE VII

INITIAL DIRECTOR AND PRINCIPAL OFFICE

The name and street address of each of the first members of the Board of Directors are:

<u>Name</u>	<u>Street Address</u>
<u>Dina K. Miller</u>	<u>955 NW 3rd St., Ste 830</u> <u>Miami, FL 33128</u>

Said Director is of full age and a citizen of the United States of America. The aforesaid Director shall hold her office until the first Annual Meeting of the Stockholders or until her successor is elected and has qualified.

The principal office of the Corporation is 955 N.W. 3rd St., Suite 830, Miami, FL 33128.

ARTICLE VIII

INCORPORATOR

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The name and street address of the Incorporator to the Articles of Incorporation, who is a medical doctor, duly licensed under the laws of the State of Florida to render services as such is Dina K. Miller, M.D., whose address is 955 NW 3rd St., Ste 830, Miami, FL 33128.

ARTICLE IX

BYLAWS

The Bylaws of the corporation may be created, amended or changed by the Stockholders or Directors at any regular or special meeting, duly held.

ARTICLE X

CONTRACTS

No contract or other transaction between this corporation and any other corporation shall be affected by the fact that any Director of this corporation is interested in, or is a director or officer of, such other corporation, and any Director, individually or jointly, may be a party to, or may be interested in, any contract or transaction of this corporation or in which this corporation is interested; and no contract or other transaction of this corporation with any person, firm or corporation shall be affected by the fact that any Director of this corporation is a party in any way connected with such person, firm or corporation, and every person who may become a Director of this corporation is hereby relieved from any liability that might otherwise exist from contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested.

ARTICLE XI

RESTRAINT ON ALIENATION OF SHARES

The Shareholders of this corporation shall have the power to include in the Bylaws, adopted by a majority of the Shareholders of this corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer or other disposition of any of the outstanding

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shares of this corporation by any of its Shareholders, or in the event of the death of any of its Shareholders. The manner and form, as well as relevant terms, conditions and details hereof, shall be determined by the Shareholders of this corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless existence of such provisions shall be plainly written upon the certificate evidencing the ownership of such stock. No Shareholder of this corporation may sell or transfer his shares herein except to another individual who is eligible to be a Shareholder of this corporation. If any Shareholder becomes legally disqualified to practice medicine in the State of Florida, or is elected to a public office, or accepts employment that places restrictions or limitations upon his continuing rendering of such professional services, such Shareholder's shares shall immediately become subject to purchase by this corporation in accordance with the Bylaws adopted by the Shareholders.

ARTICLE XII

ADDITIONAL CORPORATE POWERS

In furtherance and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objects hereinabove stated, this corporation shall have all and singular the following powers:

A. This corporation shall have the power to enter into, or become a partner in, any arrangement for sharing profits, union of interest or cooperation, joint venture or otherwise, with any person, firm or corporation to carry on any business which this corporation has the direct or incidental authority to pursue.

B. This corporation shall have the power to deny to the holders of the common stock of this corporation any pre-emptive right to purchase or subscribe to any new issues of any type

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stock of this corporation, and no Shareholder shall have any pre-emptive right to subscribe to any such stock.

C. This corporation shall have the power, at its option, to purchase and acquire the shares owned and held by an Shareholder who dies, in accordance with the Bylaws adopted by the Shareholders of this corporation setting forth the terms and conditions of such purchase; provided, however, the capital of this corporation is not impaired.

D. This corporation shall have the power to enter into, for the benefit of its employees, one or more of the following:

- (1) a pension plan,
- (2) a profit sharing plan, if such a plan is not otherwise prohibited by the Code of Ethics of the medical profession,
- (3) a stock bonus plan,
- (4) a thrift and savings plan,
- (5) a restricted stock option plan, or
- (6) other retirement or incentive compensation plans.

ARTICLE XIII

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of Shareholders are subject to this reservation.

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IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Articles of Incorporation, this 13th day of Nov, 1997.

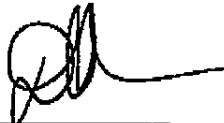


Dina K. Miller, M.D., Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept the service of process for the above stated corporation, at the place designated in Article V of these Articles of Incorporation, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of his duties.

DATED this 13th day of Nov, 1997.



Dina K. Miller, M.D., Registered Agent

(Corporate Seal)

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97 NOV 14 AM 8:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Audit No. H97000019014

STATE OF FLORIDA)
):ss
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 13th day of Nov, 1997 by Dina K. Miller, M.D., ☒ who is personally known to me or ☐ who has produced _____ as identification.



Notary Public, STATE OF FLORIDA

Print Name: _____

My Commission Expires:



FRED K LICKSTEIN
My Commission CC433728
Expires Mar 02, 1999
Bonded by NFNU
800-224-8368

[ack] W:\TMPP\KL\7-387.FKL(10/30/97-12:6)

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