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TO: DIVISION OF CORPORATIONS

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FROM: FAS-T CORP. AGENTS, INC.  
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NAME: AVENTURA PSYCHIATRIC ASSOCIATES, P.A.

AUDIT NUMBER.....H98000004537

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

CERT. OF STATUS..1

PAGES..... 4

CERT. COPIES.....0

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**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

March 9, 1998

FAS-T CORP AGENTS INC

SUBJECT: AVENTURA PSYCHIATRIC ASSOCIATES, P.A.  
REF: W9800005123

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Becky McKnight  
Document Specialist

FAX Aud. #: H9800004537  
Letter Number: 898A00012597

ARTICLES OF INCORPORATION  
OF  
Aventura Psychiatric Associates, P.A.

THE UNDERSIGNED SUBSCRIBER TO THESE ARTICLES OF INCORPORATION, COMPETENT AS AN INCORPORATOR PURSUANT TO THE PROVISIONS OF SECTION 607.0201 FLORIDA STATUTES, DESIRING TO FORM A CORPORATION, PURSUANT TO CHAPTER 607, FLORIDA GENERAL CORPORATION ACT, AND PURSUANT TO THE PROVISIONS OF THE STATUTES OF THE STATE OF FLORIDA PROVIDING FOR THE FORMATION, LIABILITIES, PRIVILEGES AND IMMUNITIES OF A CORPORATION FOR PROFIT, DOES HEREBY CERTIFY AS FOLLOWS:

ARTICLE I. NAME

The name of the corporation shall be:

Aventura Psychiatric Associates, P.A.

and the principal place of business is:

Concorde Center II  
2999 N.E. 191 Street - Suite 409  
Aventura, FL 33180

ARTICLE II. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

ARTICLE III. PURPOSE

- (1) To provide mental health services;
- (2) This corporation is formed for the purpose of transacting any or all lawful business.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of capital stock that this corporation is authorized to have outstanding at any time shall be Five Hundred shares of common stock having a par value of \$1.00 per share. There shall be only one class of shares.

Prepared By: Martin A. Scheinkman  
18 NE 2nd Avenue  
Dania, FL 33004  
(954) 920-6173

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**ARTICLE V. STATED CAPITAL & INITIAL STOCK SUBSCRIPTION**

The amount of capital with which the Corporation shall commence business shall not be less than \$500.00. The initial incorporators are shown below:

NAME OF INCORPORATOR	ADDRESS
Fathy A. Abdou, M.D. Leota F. Abdou	2999 NE 191 Street - Suite 409 Aventura, FL 33180

**ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 2999 NE 191 Street, Suite 409, Aventura, FL 33180 and the name of corporation's initial registered agent at that address is Fathy A. Abdou, M.D..

**ARTICLE VII. INITIAL BOARD OF DIRECTORS**

The corporation shall have two directors initially. The number of directors may be increased from time to time, as provided in the bylaws, but shall never be less than one.

The name and street address of the two initial directors are:

Fathy A. Abdou, M.D.  
2999 NE 191 Street - Suite 406  
Aventura, FL 33180; and

Leota F. Abdou  
2999 NE 191 Street - Suite 406  
Aventura, FL 33180

**ARTICLE VIII. INCORPORATOR**

The name and street address of the incorporator is:

Fathy A. Abdou, M.D.  
2999 NE 191 Street - Suite 406  
Aventura, FL 33180

**ARTICLE IX. BYLAWS**

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE X. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous written consent of the board of directors. Thereafter, every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

ARTICLE XI. INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director of this corporation, to the fullest extent permitted by law.

ARTICLE XII. OFFICERS

The officers of this Corporation shall consist of a President, Vice President, Secretary, and a Treasurer, each of who shall be elected by the Board of Directors in the manner and at the time prescribed in the By-laws of this Corporation. Such other officers and assistant officers and agents as may be deemed necessary, may be elected or appointed by the Board of Director or chosen in such other manner as may be prescribed by the By-Laws. Any two or more officers may be held by the same person.

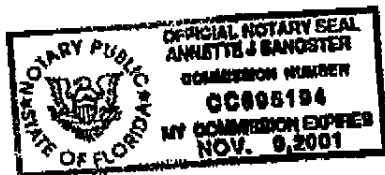
IN WITNESS WHEREOF, I have hereunto set my hand and seal and the undersigned incorporator has executed these Articles of Incorporation this 5th day of March, 1998.

Fathy A. Abdou  
Fathy A. Abdou, MD, Incorporator  
FDL-284-38-5122 U.S. AIR MAIL

State of Florida  
County of Dade

I hereby certify that on this 5th day of March, 1998, the foregoing Articles of Incorporation were acknowledged before me by Fathy A. Abdou, MD, who is personally known to me or who produced the following identification:

[Signature]  
Notary Public



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Certificate designating place of business or domicile for the service of process within this state, naming agent upon which process may be served

Pursuant to section 607.0501, Florida Statutes, the following is submitted in compliance with said section:

First: that Aventura Psychiatric Associates, P.A. desiring to organize under the laws of the state of Florida with its principal office, as indicated in the articles of incorporation at 2999 NE 191 Street - Suite 406, Aventura, FL 33180 as its agent to accept service of process within this state.

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I heroby accept and agree to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.

*Fathy A. Abdou*

Fathy A. Abdou, M.D.  
Registered Agent

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