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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 25 AM 10:31

Jose G. Villar, M.D.
Requestor's Name
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Address
Miami Beach, FL 33139
City/State/Zip Phone #
305-860-5525

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Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. *Miami Dale Medical Center, P.A.*
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

ARTICLES OF INCORPORATION
OF

MIAMI-DADE MEDICAL CENTER, P.A.

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The undersigned incorporators, each of whom is licensed or otherwise legally authorized to practice the profession of medicine in the State of Florida, associate themselves with the intention of forming a professional corporation in accordance with the Florida Professional Service Corporation and Limited Liability Company Act, and adopt the following articles of incorporation for the corporation:

ARTICLE ONE
NAME

The name of the corporation is Miami-Dade Medical Center, P.A.

ARTICLE TWO
PRINCIPAL OFFICE AND INITIAL REGISTERED AGENT

The address of the corporation's principal office is 829 N.E. 4th Avenue, in the City of Homestead, County of Miami-Dade, State of Florida, 33030. The name of the initial registered agent of the corporation, located at that office is SARA N. LLERENA.

ARTICLE THREE
DURATION

The period of the corporation's duration shall be until dissolved on a vote of the shareholders as provided in these articles.

ARTICLE FOUR
PURPOSE

This corporation is organized for the following purposes:

a. To engage in the practice of medicine as a professional corporation and to own and operate a medical clinic for the purpose of providing medical care and treatment.

b. To promote medical, surgical, and scientific research and knowledge; to furnish related laboratory and clinical

services; and to own real and personal property, enter into contracts, and engage in any lawful business necessary for the rendering of the professional medical services.

c. To do everything necessary, proper, or convenient to accomplish any of the purposes set forth in these articles, and to do every other act incidental to the corporate purposes which is not forbidden by Florida laws or by the provisions of these articles of incorporation.

The purposes of this corporation shall be carried out only through officers, employees, and agents, each of whom is licensed or otherwise legally qualified to render professional medical services in the State of Florida.

ARTICLE FIVE CAPITAL STOCK

The total number of shares of stock which the corporation shall be authorized to issue or have outstanding at any one time is 100 shares. These shares shall be of a single class of common stock, and shall have a value of \$100.00 per share.

ARTICLE SIX CAPITALIZATION

The amount of capital with which the corporation will begin to practice the profession of medicine is not less than \$10,000.00.

ARTICLE SEVEN CORPORATE POWERS

The corporation shall have all the rights and powers now or subsequently conferred on professional corporations by the laws of the State of Florida.

ARTICLE EIGHT INCORPORATORS

The name and street address of each person signing these

articles of incorporation as an incorporator is:

NAME	ADDRESS
Sara N. Llerena, M.D.	434 S.W. 12th Avenue Ste. 203 Miami, Florida 33130

ARTICLE NINE DIRECTORS

The corporation is to be managed by a board of directors. The number of directors constituting the initial board of directors is two, and the names and addresses of the initial directors are:

NAME	ADDRESS
Sara N. Llerena, M.D.	434 S.W. 12th Avenue Ste. 203 Miami, Florida 33130
Jose J. Villar, M.D.	401 Ocean Drive Ste. 1123 Miami Beach, Fl. 33139

The initial directors shall hold office until their successors are elected and qualified as provided in the bylaws. Then the term of office of each director shall be two and until the election and qualification of a successor. The number of directors set forth in these articles of incorporation and constituting the initial board of directors shall be the authorized number of directors until that number is changed by a bylaw duly adopted by the shareholders.

ARTICLE TEN BYLAWS

The initial directors shall submit the proposed bylaws to

the shareholders at a meeting to be held for that purpose not more than 20 days following the issuance of the Certificate of Incorporation. Following the adoption of bylaws by the affirmative vote of three fourths of the shareholders, the internal affairs of the corporation are to be regulated and managed in accordance with the bylaws.

**ARTICLE ELEVEN
DISSOLUTION**

The corporation may be dissolved at any time by:

1. unanimous written consent of the shareholders; or
2. on the affirmative vote of the holders of at least two-thirds of the outstanding shares of the corporation entitled to vote.

On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by the shareholder.

The undersigned incorporator of the corporation, have executed these articles of incorporation at Miami, Florida on this 32 day of March, 1998.


Sara N. Llerena, M.D.

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, personally appeared

SARA N. Llerena, who produced Sara Llerena as identification, known to be the person described who executed the foregoing Articles of Incorporation, who after being duly sworn under oath, acknowledges before me that she executed the same for the purpose therein expressed.

WITNESS my hand and official seal in the State and County aforesaid, this 22 day of March, 1998.


NOTARY PUBLIC, State of
Florida at Large

My Commission Expires:

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

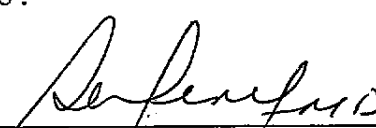
1. The name of the corporation is **Miami-Dade Medical Center, P.A.**

2. The name and address of the registered agent and office is:

Sara N. Llerena, M.D.
829 N.E. 4th Avenue
Homestead, Fl. 33030

3. Having been named as registered agent of this corporation at the office designated in the foregoing Articles of Incorporation, the undersigned accepts the designation.

Dated this 22 day of March, 1998.


Sara N. Llerena, M.D.

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