

P98000042309

ROGER A. BRIDGES
ATTORNEY AT LAW
334 MINORCA AVENUE • SUITE 200
CORAL GABLES, FLORIDA 33134

FLORIDA BAR BOARD CERTIFIED
CIVIL TRIAL LAWYER

May 5, 1998

TELEPHONE (305) 443-4279
TELECOPIER (305) 446-6858

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: **GASTROENTEROLOGY PARTNERS, P.A.**

500002515275--7
-05/07/98--01065--009
***122.50 ***122.50

Gentlemen:

Enclosed are original and duplicate Articles of Incorporation re the above, together with my check in the amount of \$122.50.

Please file the original Articles and return the certified duplicate to me in the stamped preaddressed envelope attached.

Sincerely yours,

Roger A. Bridges, dks

Roger A. Bridges

RAB:dks

Enc.

FILED
98 MAY -7 PM12:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TA-5/11/98

**ARTICLES OF INCORPORATION
OF
GASTROENTEROLOGY PARTNERS, P.A.**

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 I
NAME**

The name of the corporation is GASTROENTEROLOGY PARTNERS, P.A.

**ARTICLE II
PRINCIPAL OFFICE AND INITIAL REGISTERED AGENT**

The address of the corporation's principal office is 334 Minorca Avenue, Suite 200, City of Coral Gables, County of Dade, State of Florida 33134. The name of the initial registered agent of the corporation, located at that office, is ROGER A. BRIDGES.

**ARTICLE III
DURATION**

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

**ARTICLE IV
PURPOSE**

The purpose of the corporation is to practice the profession of *medicine*. The sole and exclusive professional service to be rendered by the corporation is the practice of medicine.

**ARTICLE V
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 five hundred (500) shares. These shares shall be of a single class of common stock, and shall have a value of \$1.00 per share.

**ARTICLE VI
CAPITALIZATION**

The amount of capital with which the corporation will begin to practice the profession of

FILED
98 MAY -7 PM 12:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

medicine is not less than \$500.00.

ARTICLE VII 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 VIII INCORPORATORS

The name and street address of each person signing these articles of incorporation as an incorporator is:

Name	Address
EUGENIO J. HERNANDEZ	c/o 334 Minorca Avenue Suite 200 Coral Gables, Florida 33134

ARTICLE IX DIRECTORS

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

Name	Address
EUGENIO J. HERNANDEZ	c/o 334 Minorca Avenue Suite 200 Coral Gables, Florida 33134

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 one (1) year 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 X BYLAWS

The initial directors shall submit the proposed bylaws to the shareholders at a meeting to be held for that purpose not more than twenty (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 XI DISSOLUTION

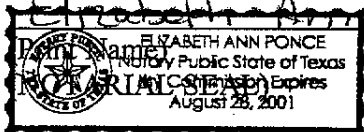
The corporation may be dissolved at any time (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least three-fourths of the outstanding shares of the corporation entitled to vote. On dissolution, the corporate property and assets shall, after payment 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 incorporators of this corporation, have executed these Articles of Incorporation at DALLAS, Texas, this 30 day of April, 1998.

S J V
EUGENIO J. HERNANDEZ

STATE OF TEXAS
COUNTY OF DALLAS

The foregoing instrument was acknowledged before me this 30th day of April, 1998, by EUGENIO J. HERNANDEZ, who personally appeared before me at the time of notarization, and who is personally known to me.

Elizabeth Ann Ponce
NOTARY PUBLIC, State of Texas
Elizabeth Ann Ponce


My Commission Expires: Aug 28, 2001

I hereby accept designation as Registered Agent of GASTROENTEROLOGY PARTNERS, P.A.

Roger A. Bridges
ROGER A. BRIDGES

FILED
98 MAY -7 PM 12:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA