

P 980000046503

**COMMERCIAL ACCOUNTING
SERVICES, INC.**

300 N.W. 70TH Avenue, suite 200
Plantation, Florida 33317

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Office Use Only

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

1. _____ (Corporation Name) _____ (Document #)
2. _____ (Corporation Name) _____ (Document #)
3. _____ (Corporation Name) _____ (Document #)
4. _____ (Corporation Name) _____ (Document #)

EFFECTIVE DATE
5-14-98

- ☐ 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

FILED
98 MAY 21 PM 4: 12
SECRETARY OF STATE
TALLAHASSEE FLORIDA

*Don't
5/21/98*

Examiner's Initials

ARTICLES OF INCORPORATION

of

Gina Morgan-Smith, MD, PA

FILED
98 MAY 21 PM 4:12
SECRETARY OF STATE
TALLAHASSEE FLORIDA

I, the undersigned incorporator of this corporation, under Florida Statute 621, as amended, adopt the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is: **Gina Morgan-Smith, MD, PA**. The principal place of business and the mailing address of this corporation shall be 174 NE 96th Street Miami Shores, Florida 33138.

ARTICLE II. NATURE OF BUSINESS

EFFECTIVE DATE
5-14-98

The general nature of the business to be transacted by this corporation is to engage in any lawful activity for which corporations may be organized under the laws of the State of Florida. The purpose of this Professional Association is for the practice of medicine.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

ARTICLE IV. CAPITALIZATION

The minimum amount of capital with which the corporation will commence is Five Hundred Dollars (\$500.00).

ARTICLE V. VOTING

Except as otherwise provided by law, the entire voting power for all purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI. DURATION

This corporation is to have perpetual existence commencing on the date of execution and acknowledgment of these Articles of Incorporation.

ARTICLE VII. DIRECTORS

The number of directors of the corporation shall be at least one and no more than ten, as voted upon by the shareholders of the corporation .

The names and addresses of the members of the first board of directors who, subject to the provisions of the Certificate of Incorporation, the By-Laws and Corporation laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified, are:

NAME	ADDRESS
Gina Morgan-Smith	174 NE 96th Street Miami Shores, Florida 33138

ARTICLE VIII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Gina Morgan-Smith President	174 NE 96th Street Miami Shores, Florida 33138
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Gina Morgan-Smith Vice President	174 NE 96th Street Miami Shores, Florida 33138
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ARTICLE IX. PREEMPTIVE RIGHTS

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

ARTICLE X. TRANSFER OF SHARES

No shareholder may transfer or otherwise dispose of his interest in the corporation without first permitting the remaining shareholders a right of first refusal commensurate with their respective proportional shareholder interest in the corporation. Should any shareholder desire not to exercise the right of first refusal, any remaining shareholder shall be entitled to a right of second refusals to the first shareholder's exercisable interest of right of first refusal. Value of the stock shall be determined by a disinterested appraiser.

ARTICLE XI. INITIAL REGISTERED AGENT/OFFICE

The name and address of the initial registered agent of this corporation is: Gina Morgan-Smith, 174 NE 96th Street, Miami Shores, Florida 33138.

ARTICLE XII. SUBSCRIBER

The name and address of the subscriber of these articles of incorporation is: Gina Morgan-Smith, MD, PA, 174 NE 96th Street, Miami Shores, Florida 33138.

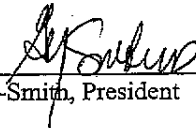
ARTICLE XIII. INDEMNIFICATION

The subscriber, along with the officer and directors of the corporation shall be indemnified and held harmless by the corporation from and against any and all claims, losses, costs, liability or expense incurred by him or her in connection with or resulting from any claim, action, suit or proceeding, in which he or she may become involved, as a party or otherwise, by reason of his or her being or having been a director, officer or employee of the corporation, whether or not he or she continues to be such at the time such loss, costs, liability or expense is

imposed or incurred, except with regard to matters as the which any such director, officer or employee is found guilty of gross negligence or willful misconduct in the performance of his or her duty.

Expenses (including attorney's fees) incurred in defending any claim, action, suit or proceeding may be paid by the corporation in advance of the final disposition of such proceeding.

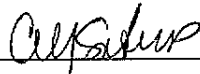
Dated this 14 day of 5, 1998.



Gina Morgan-Smith, President


FOLLOWING SUBMITTED:

FIRST --GINA MORGAN-SMITH, MD, PA, DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS LOCATED AT 174 NE 96TH STREET, MIAMI SHORES, FLORIDA 33138, HEREBY NAMES GINA MORGAN-SMITH, AT 174 NE 96TH STREET, MIAMI SHORES, FLORIDA 33138, AS REGISTERED AGENT FOR GINA MORGAN-SMITH, MD, PA.



GINA MORGAN-SMITH

HAVING BEEN NAMED TO ACCEPT SERVICE OR 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.



GINA MORGAN-SMITH
REGISTERED AGENT
DATED: 5/14/98

FILED
98 MAY 21 PM 4: 12
SECRETARY OF STATE
TALLAHASSEE FLORIDA