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Law Offices of  
**BRUCE JAY TOLAND**  
A Professional Association

801 Brickell Avenue  
Suite 1501  
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July 7, 1998

VIA FEDERAL EXPRESS

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-07/09/98--01096--002  
\*\*\*\*122.50 \*\*\*\*122.50

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

RE: ~~Endocrine, and Diabetes~~ <sup>and Metabolism</sup> Associates, P.A.

Dear Sir or Madam:

Enclosed please find two (2) executed duplicate originals of the Articles of Incorporation for the referenced company, together with our firm's check, payable to the Secretary of State, in the amount of \$122.50, to be applied as follows:

Filing fee:	\$35.00
Certified copy fee:	52.50
Registered Agent filing fee:	35.00
	\$122.50

Please return one certified stamped original of the Articles of Incorporation to the undersigned.

Thank you for your attention to this matter.

Very truly yours,

BRUCE JAY TOLAND, P.

By:

Bruce Jay Toland, Esq.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

98 JUL -8 AM 9:46

APPROVED  
AND  
FILED

Bruce Toland GAVE  
INCORPORATION BY PHONE TO  
change corp name: Endocrine, Diabetes and Metabolism  
Associates, P.A.  
DATE 7/9  
EXAM BB

BJT:gvk  
enclosures

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B. BROCK JUL 10 1998

APPROVED  
AND  
FILED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ARTICLES OF INCORPORATION OF

ENDOCRINE, DIABETES AND METABOLISM ASSOCIATES, P.A.

The undersigned, subscribers to these Articles of Incorporation, natural persons competent to contract, hereby present these Articles for the formation of a corporation under the provisions of Chapter 621, Florida Statutes, also known as The Professional Service Corporation Act, and other laws of the State of Florida.

### ARTICLE I NAME

The Name of the Corporation is ENDOCRINE, DIABETES AND METABOLISM ASSOCIATES, P.A.

### ARTICLE II NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is:

To engage in every phase and aspect of the business of rendering the same professional services to the public that a physician 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 medicine therein.

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.

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 protection and benefit of the Corporation, and in general, either alone or in association with other corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or objects of this Corporation.

The foregoing paragraphs shall be construed as enumerating both objects and purposes of

this Corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this Corporation otherwise permitted by law.

### **ARTICLE III CAPITAL STOCK**

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is One Thousand (1000) shares of common stock, having a par value of \$1.00 per share. None of the shares of this Corporation may be issued to anyone other than an individual duly licensed to practice medicine in the State of Florida.

### **ARTICLE IV INITIAL CAPITAL**

The amount of capital with which this Corporation shall commence business shall be not less than One Thousand Dollars (\$1,000.00).

### **ARTICLE V TERM OF EXISTENCE**

This Corporation shall commence its existence upon the filing of these Articles of Incorporation and shall continue perpetually thereafter, unless sooner dissolved according to law.

### **ARTICLE VI ADDRESS**

The initial post office address of the principal office of this Corporation in the State of Florida is c/o Bruce Jay Toland, P.A. 801 Brickell Avenue, Suite 1501, Miami, Florida 33131. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

**ARTICLE VII  
DIRECTORS**

This Corporation shall have three (3) Directors initially. The number of Directors may be increased or diminished from time to time by By-Laws adopted by the Shareholders, but shall never be less than one (1). If required by the ethics of the profession, Directors shall be required to possess the same professional qualifications as Shareholders are required to possess.

**ARTICLE VIII  
INITIAL DIRECTORS AND REGISTERED AGENT**

The initial Board Of Directors shall consist of three (3) Directors who shall be Michael D. Fili, M.D., Diane R. Krieger, M.D. and Guillermo Pons, M.D.

The name and street address of the initial Registered Agent is:

<u>NAME</u>	<u>ADDRESS</u>
Bruce Jay Toland, Esquire	801 Brickell Avenue, Suite 1501 Miami, Florida 33131

**ARTICLE IX  
INCORPORATORS**

The name and post office address of the incorporator to these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
Bruce Jay Toland, Esquire	801 Brickell Avenue, Suite 1501 Miami, Florida 33131

**ARTICLE X  
VOTING TRUSTS**

No Shareholder of this Corporation shall enter into a voting trust agreement or any

other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

## **ARTICLE XI 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, 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 this Corporation for the benefit of himself or any firm, association, or corporation in which he may be in any way interested.

This Corporation shall have the power, at its option, to purchase and acquire any and all of its shares owned and held by any such Shareholder as should desire to sell, transfer, or otherwise dispose of these shares, in accordance with the Bylaws adopted by the Shareholders of this Corporation setting forth the terms and conditions of such purchases; provided, however, the capital of this Corporation is not impaired.

This Corporation shall have the power, at its option, to purchase and acquire the shares owned and held by any 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.

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 plan is not otherwise prohibited by the Code of Ethics of the 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 XII 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 Shareholders, and approved at a Shareholders' meeting by a majority of the stock entitled to vote thereon, unless all of the Directors and all of the Shareholders 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.

#### **ARTICLE XIII 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 pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price which it is offered to others.

IN WITNESS WHEREOF, we, the subscribers, have executed these Articles of  
Incorporation this 7th day of July, 1998.

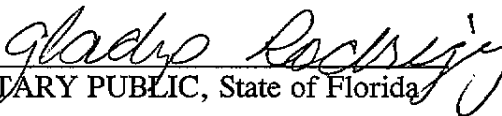
  
\_\_\_\_\_  
BRUCE JAY TOLAND, Esq.

STATE OF FLORIDA )

COUNTY OF DADE )

BEFORE ME, the undersigned authority, personally appeared BRUCE JAY  
TOLAND, Esq., known to me to be the individual described in, and who executed the  
foregoing Articles of Incorporation, and he acknowledged before me that he executed the same  
for the purposes therein expressed.

I have hereunto affixed my hand and official seal at Miami, Dade County, Florida, this  
7th day of July, 1998.

  
\_\_\_\_\_  
NOTARY PUBLIC, State of Florida

My Commission Expires:

OFFICIAL NOTARY SEAL GLADYS E RODRIGUEZ NOTARY PUBLIC STATE OF FLORIDA COMMISSION NO. CC441817 MY COMMISSION EXP. FEB. 26, 1999
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**CERTIFICATE DESIGNATING REGISTERED OFFICE  
FOR SERVICE OF PROCESS  
WITHIN THE STATE OF FLORIDA, NAMING REGISTERED AGENT  
UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTIONS 607.0501 AND 48.091, FLORIDA  
STATUTES, THE FOLLOWING IS SUBMITTED:


P.A.

THAT ENDOCRINE, DIABETES AND METABOLISM ASSOCIATES, DESIRING TO  
ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, HAS  
NAMED BRUCE JAY TOLAND, Esq., LOCATED AT 801 BRICKELL AVENUE, SUITE  
1501, MIAMI, FLORIDA 33131, AS ITS REGISTERED AGENT TO ACCEPT SERVICE  
OF PROCESS WITHIN THE STATE OF FLORIDA.

  
\_\_\_\_\_  
BRUCE JAY TOLAND, Esq.

7/7/98  
\_\_\_\_\_  
DATE

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE  
STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I  
HEREBY AGREE TO ACT IN THE CAPACITY OF REGISTERED AGENT, AND I  
FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES  
RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

  
\_\_\_\_\_  
BRUCE JAY TOLAND, Esq.

C:\WP51\...KRIEGER\CORP\ENDOCRINE\ARTICLES.INC\

APPROVED  
AND  
FILED  
98 JUL -8 AM 9:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA