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CONTACT: JUDITH D RODMAN FAX #: (305)789-9201  
PHONE: (305)789-9200

NAME: EILEEN HIGGINS, MD, PA  
AUDIT NUMBER.....H98000012702  
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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

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SECRETARY OF STATE  
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July 9, 1998

FOWLER, WHITE, BURNETT, ET AL

SUBJECT: EILEEN HIGGINS, MD, PA  
REF: W98000015593

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

You must list the corporation's principal office and/or a mailing address in the document.

If you have any further questions concerning your document, please call (850) 487-6067.

Neysa Culligan  
Document Specialist

FAX Aud. #: H98000012702  
Letter Number: 598A00036687

Audit No. H98000012702

**ARTICLES OF INCORPORATION  
EILEEN HIGGINS, MD, PA**

The undersigned, desiring to organize a professional service corporation for the purposes hereinafter stated, pursuant to the laws of the State of Florida, does hereby adopt the following Articles of Incorporation:

**ARTICLE I**

**Name**

The name of this corporation shall be and is:

**EILEEN HIGGINS, MD, PA**

**ARTICLE II**

**Purpose**

The general nature of the professional services to be rendered by this professional service corporation shall be as follows, to-wit:

- (a) To engage in every phase and aspect of the business of rendering the same professional services to the public that a doctor, 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 therein.
- (b) To buy, sell, deal in and exchange shares of its own capital stock, except that the corporation shall not issue any of its capital stock to anyone other than an individual who is duly licensed or otherwise legally authorized to render professional medical services within the State of Florida. No shareholder of this corporation shall enter into a voting trust with the authority to exercise the voting power of any or all of his stock.
- (c) 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.

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 98 JUL 10 PM 5:00  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

Stuart H. Altman, Esq.  
Fowler, White, Burnett, Hurley, Banick & Strickroot, P.A.  
100 S.E. 2nd Street, 17th Floor  
Miami, Florida 33131-1101  
ph: (305) 789-9200  
Florida Bar No. 122226  
Audit No. H98000012702

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- (d) 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 accomplishment of the purpose or the attainment of the objects or the furtherance of such purposes or objects of this corporation.
- (e) Without limiting the generality of any of the foregoing language, the corporation shall have all of the powers which are now or which may hereafter be conferred upon professional service corporations by the laws of the State of Florida.

**ARTICLE III**

**Stock**

The maximum number of shares of stock which this corporation is authorized to have outstanding at any time is 1,000 Shares of Common Stock having a value of \$1.00 per share.

**ARTICLE IV**

**Existence**

This corporation shall have perpetual existence.

**ARTICLE V**

**Mailing Address, Initial Registered Office and Agent**

The mailing address of this corporation is 100 S.E. 2nd Street, 17th Floor, Miami, Florida 33131. The street address of the initial registered office of this corporation is 100 S.E. 2nd Street, 17th Floor, Miami, Florida 33131, and the initial registered agent of the corporation at that address is Stuart H. Altman.

**ARTICLE VI**

**Directors**

This corporation shall have one (1) Director initially. The number of Directors may be increased or diminished, from time to time, by Bylaws adopted by the Stockholders, but shall never be less than one (1).

**ARTICLE VII**

**Initial Directors**

The name and street address of each of the first members of the Board of Directors are:

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<u>Name</u>	<u>Street Address</u>
Eileen Higgins	5555 Collins Avenue, Apt. 10K Miami Beach, Florida 33140

All of said Directors are of full age and citizens of the United States of America. The aforesaid Directors shall hold their respective offices until the first Annual Meeting of the Stockholders or until their successors are elected and have qualified.

**ARTICLE VIII**

Subscriber

The name and street address of the subscriber to the Articles of Incorporation, who is a doctor, duly licensed under the laws of the State of Florida to render services as such, is Eileen Higgins, M.D., 5555 Collins Avenue, Apt. 10K, Miami Beach, Florida 33140.

**ARTICLE IX**

Bylaws

The Bylaws of the corporation may be created, amended or changed by the Stockholders or Directors at any regular or special meeting, duly held.

**ARTICLE X**

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, and any Director, individually or jointly, may be a party to, 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 the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested.

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## ARTICLE XI

### Restraint on Alienation of Shares

The Shareholders of this corporation shall have the power to include in the Bylaws, adopted by a majority of the Shareholders of this corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer or other disposition of any of the outstanding shares of this corporation by any of its Shareholders, or in the event of the death of any of its Shareholders. The manner and form, as well as relevant terms, conditions and details hereof, shall be determined by the Shareholders of this corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless existence of such provisions shall be plainly written upon the certificate evidencing the ownership of such stock. No Shareholder of this corporation may sell or transfer his shares herein except to another individual who is eligible to be a Shareholder of this corporation. If any Shareholder becomes legally disqualified to practice medicine in the State of Florida, or is elected to a public office, or accepts employment that places restrictions or limitations upon his continuing rendering of such professional services, such Shareholder's shares shall immediately become subject to purchase by this corporation in accordance with the Bylaws adopted by the Shareholders.

## ARTICLE XII

### Additional Corporate Powers

In furtherance and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objects hereinabove stated, this corporation shall have all and singular the following powers:

- (a) This corporation shall have the power to enter into, or become a partner in, any arrangement for sharing profits, union of interest or cooperation, joint venture or otherwise, with any person, firm or corporation to carry on any business which this corporation has the direct or incidental authority to pursue.
- (b) This corporation shall have the power to deny to the holders of the common stock of this corporation any pre-emptive right to purchase or subscribe to any new issues of any type stock of this corporation, and no Shareholder shall have any pre-emptive right to subscribe to any such stock.
- (c) This corporation shall have the power, at its option, to purchase and acquire the shares owned and held by an Shareholder who dies, in accordance with the Bylaws

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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.


- (d) 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 a plan is not otherwise prohibited by the Code of Ethics of the medical 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 XIII**

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 Stockholders, and approved at a Stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholders 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.

IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Articles of Incorporation, this 22 day of June, 1998.

  
Eileen Higgins, MD


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**ACCEPTANCE BY REGISTERED AGENT**

Having been named to accept the service of process for the above stated corporation, at the place designated in Article V of these Articles of Incorporation, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of his duties.

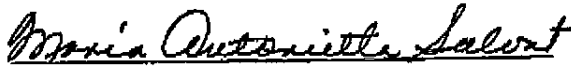
DATED this 8<sup>th</sup> day of July, 1998.

  
Stuart H. Altman, Registered Agent  
98 JUL 10 PM 5:00  
FILED  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

STATE OF FLORIDA            )  
  ) ss:  
COUNTY OF MIAMI-DADE    )

I HEREBY CERTIFY that on this 22 day of June, 1998 personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, Eileen Higgins, MD, (who is personally known to me) or produced \_\_\_\_\_ as identification and acknowledged to me that she signed and executed the same for the uses and purposes therein stated.

SWORN TO AND SUBSCRIBED before me this 22 day of June, 1998.

  
Signature of Notary Public

Printed Name of Notary Public

My Commission expires:

[sp]W\44290\ARTINCE2.LXX{6/18/98-15:2}



MARIA ANTONIETTA SALVAT  
COMMISSION # CC 566251  
EXPIRES JUNE 24, 2000  
BONDED THRU  
THE AMERICAN INSURANCE COMPANY

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