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TO: DIVISION OF CORPORATIONS

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FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: JOSE A NODAR, M.D., P.A.

AUDIT NUMBER.....H98000013540

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

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ARTICLES OF INCORPORATION

OF

JOSE A. NODAR, M.D., P.A.

ARTICLE I-NAME

The name of this corporation is JOSE A. NODAR, M.D., P.A. This corporation has been filed in accordance with Florida Statute 607 and 621.

ARTICLE II-DURATION

This corporation shall have perpetual existence commencing at the filing of the Articles of Incorporation with Department of State.

ARTICLE III-PURPOSE

This corporation is organized for the purpose of providing medical services.

ARTICLE IV-CAPITAL STOCK

This Corporation is authorized to issue 100 shares of five dollar par value common stock.

ARTICLE V-RIGHTS-UPON LIQUIDATION OR DISSOLUTION

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, the holders of record of the common shares all receive a ratable distribution of the assets of the corporation.

ARTICLE VI-PREEMPTIVE RIGHTS

Each shareholder, upon the sale for cash of any new stock of this corporation 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 at which is offered to others.

MARCOS DE LA CAL, ESQ.  
999 PONCE DE LEON BVD.  
SUITE 720  
CORAL GABLES, FL  
(305) 444-3800 / FBNO. 314587

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ARTICLE VII-INITIAL REGISTERED PRINCIPAL OFFICE AND AGENT

The street address of the initial registered office of this corporation is: 999 Ponce De Leon Boulevard, Suite 720  
Coral Gables, Florida 33134.

The name of the initial registered agent of this corporation at that address is: MARCO DE LA CAL, ESQUIRE.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Date: July 22, 1998

  
\_\_\_\_\_  
MARCO DE LA CAL

ARTICLE VIII-INITIAL BOARD OF DIRECTORS

This corporation shall have 1 director initially. The number of directors may be increased or diminished from time to time as provided for by the Bylaws, but shall never be less than one. The names of the initial directors of this corporation are as follows:

President  
Secretary

JOSE A. NODAR  
JOSE A. NODAR

ARTICLES IX-INCORPORATORS

The name and address of the person signing these Articles are:

JOSE A. NODAR

7000 S.W. 97th Avenue  
Suite 201  
Miami, Florida 33173

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ARTICLES X-BYLAWS

The power to adopt, alter, amend and repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE XI-RESTRICTIONS ON THE TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following person in the amount set opposite his name:

JOSE A. NODAR .....100 SHARES

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to others unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

ARTICLE XII-CUMULATIVE VOTING

At each election for directors each shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE XIII-CALLING OF SPECIAL MEETINGS

Special meetings of the shareholders may be called by the Board of Directors.

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ARTICLE XIV-SHAREHOLDERS QUORUM AND VOTING

Fifty percent of the shares plus one entitled to vote represented in person or by proxy shall constitute a quorum at the meeting of shareholders. If the quorum is present the affirmative vote of fifty percent of the shares plus one represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XV-AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in theses Articles of Incorporation, or any amendment hereto, and nay right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 22nd day of July, 1998.

  
\_\_\_\_\_  
JOSE A. NODAR

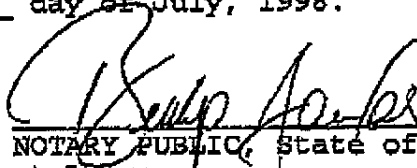
STATE OF FLORIDA       )  
                              ) S.S.  
COUNTY OF MIAMI-DADE )

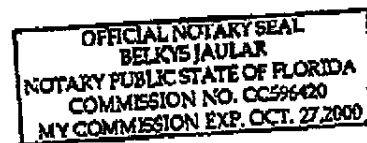
BEFORE ME, an officer duly authorized in the State aforesaid and in the County aforesaid, to take acknowledgments, personally appeared JOSE A. NODAR, personally known to me to be the person described in and who executed the same for the purposes therein he expressed.

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WITNESS my hand and official seal in the County and State  
last aforesaid on this 22<sup>nd</sup> day of July, 1998.

  
NOTARY PUBLIC, State of Florida  
at Large.



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