

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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Medical Staff Associates
& Glades, Inc

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R. Purinton SEP 8 1998

**ARTICLES OF INCORPORATION
OF**

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MEDICAL STAFF ASSOCIATES OF GLADES, INC.

The undersigned, being natural persons, competent to contract, hereby subscribe to and form this corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation is MEDICAL STAFF ASSOCIATES OF GLADES, INC.

ARTICLE II

NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is to engage in the lease and/or purchase or otherwise acquire real or personal property as may be necessary for the rendering of services; to purchase the corporate assets of, merge or consolidate with any other domestic corporation or domestic professional service engaged in the same character of business; the creation of employee benefit plans and trusts incidental to the nature of the business; or to do any business as may be lawfully done by corporations under the laws of the State of Florida.

ARTICLE III

SHARES OF STOCK

The authorized capital stock of this corporation shall be Ten Thousand

(10,000) shares of common voting stock at no par value. Every share of capital common stock shall be entitled to equal voting rights; i.e. one vote per share. The Board of Directors shall have the sole authority to determine the manner and method of declaring dividends on the issued stock.

All of said stock shall be payable in cash or property, other than stock or securities in lieu of cash, at a just valuation to be determined by the Board of Directors of this corporation.

ARTICLE IV

INITIAL CAPITAL

The amount of capital with which this corporation shall begin business shall not be less than Five Hundred Dollars (\$500.00)

ARTICLE V

TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VI

ADDRESS

The initial post office address of the principal office of this corporation in the State of Florida is 1200 South Main Street, Suite 100 Belle Glade, Florida, 33430. The Board of Directors may, from time to time, move the principal office to any other address within the State of Florida.

ARTICLE VII

DIRECTORS

This corporation shall initially have Three (3) Directors.

This number may be increased or diminished from time to time as provided for in the by-laws of the corporation.

ARTICLE VIII

INITIAL DIRECTORS

The names and post office addresses of the initial Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE</u>
Ahmed Baroush, M.D.	1701 SW 16th St. Belle Glade, Fl. 33430	President
Reddy Vardhan, M.D.	12231 Brisbane Lane Wellington, Fl. 33414	Vice-President
Martin Harland, D.O.	14303 Drafthouse Lane Wellington, Fl. 33430	Treasurer

ARTICLE IX

SUBSCRIBERS

The initial subscribers to these Articles of Incorporation are: Ahmed Baroush, M.D. whose address is 1701 SW 16th St., Belle Glade, Florida 33430; Martin Harland, D.O. whose address is 14303 Drafthouse Lane, Wellington, Florida 33430; and Reddy Vardhan, M.D. whose address is 12231 Brisbane Lane, Wellington, Florida 33414.

Each subscriber to these Articles of Incorporation agrees to subscribe to 100 shares of capital common stock.

ARTICLE X
AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed to them by the stockholders and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all directors and stockholders sign express written statements manifesting their intent that a certain amendment to these Articles of Incorporation can be made.

ARTICLE XI
LIMITATIONS ON CORPORATE STOCK

No stockholder may enter into any voting trust agreement or other type of agreement vesting another person or entity with the authority to exercise the voting power of any or all of his or her stock.

ARTICLE XII
PREEMPTIVE RIGHTS

No holder of any stock of the Corporation shall be entitled, as a matter of right, to purchase, subscribe for, or otherwise acquire any new or additional shares of stock of the Corporation of any class, or any options or warrants to purchase, subscribe for, or otherwise acquire any such new or additional shares, or any shares, bonds, notes, debentures, or other securities convertible into or carrying options or warrants to purchase, subscribe for, or otherwise acquire any such new or additional shares.

IN WITNESS WHEREOF, the undersigned, being the original subscribers to the capital stock hereinabove named, for the purpose of forming a corporation to do business in the State of Florida, under the laws of the State of Florida, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and do agree to take the number of shares as set forth above, and do hereby execute these Articles of Incorporation on this 3rd day of September 1998.

Vardhan Reddy
Vardhan Reddy, M.D. as
Vice-President and Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 3
day of Sept, 1998 who is personally known to me.

(SEAL)



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act. That Ahmed Baroush, M.D., Reddy Vardhan, M.D., and Martin Harland, D.O. desiring to organize under the laws of the State of Florida, the corporation known as MEDICAL STAFF ASSOCIATES OF GLADES, INC., with its principal office at, 1200 South Main Street, Suite 100 in the city of Belle Glade, Florida 33430 has named Martin Harland, D.O. whose address is 14303 Draffhouse Lane, Wellington, Florida 33430 as its agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I Marty Harland, D.O. hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



TONYA McRAE
COMMISSION # CC 722729
EXPIRES MAR 8, 2002
BONDED THRU
ATLANTIC BONDING CO., INC.

A handwritten signature of Martin Harland, D.O. in dark ink, written over a horizontal line.

Martin Harland, D.O.
Resident Agent

The foregoing instrument was acknowledged before me this 9 day of Sept, 1998 who is personally known to me.

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