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FROM: EMPIRE CORPORATE KIT COMPANY ACCT#: 072450003255
CONTACT: RAY STORMONT PHONE: (305)541-3694 FAX #: (305)541-3770

NAME: 7 GASTROENTEROLOGY & RHEUMATOLOGY ASSOCIATES
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ARTICLES OF INCORPORATION

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OF

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GASTROENTEROLOGY & RHEUMATOLOGY
ASSOCIATES OF SOUTH FLORIDA, P.A.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, desiring to organize a professional service corporation for the purpose hereinafter stated, pursuant to the laws of the State of Florida, hereby certify as follows:

ARTICLE I - NAME

The name of this corporation shall be and is GASTROENTEROLOGY & RHEUMATOLOGY ASSOCIATES OF SOUTH FLORIDA, P.A.

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 carry on, pursuant to the laws of the State of Florida, the professional services rendered by a Doctor of medicine and to engage in all of its fields of specialization except that the corporation shall not render professional services except that the corporation shall not render professional services except through its officers, employees and agents who are duly licensed or otherwise legally authorized to render such profession services within the State of Florida;

(b) to invest funds in real estate, mortgages, stocks and other types of investments; and

(c) to own real and personal property necessary to the rendering of the public services hereby authorized;

This instrument was prepared by:
Max R. Silver, Esq., FL Bar #073967
Silver & Silver
150 S.E. 2nd Ave., Ste. 500
Miami, FL 33131

(305) 374-4888

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ARTICLE III - STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any time and the class thereof is as follows: Two Hundred (200) shares of common stock at a par value of One (\$1.00) Dollar.

ARTICLE IV - CAPITAL

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

ARTICLE V - EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The principal office of this corporation shall be 3080 NW 99th Avenue, Suite 301, Coral Springs, FL 33065, with no branch office, the name of the initial registered agent of this corporation at that address is DAVID R. SILVER, M.D.

ARTICLE VII - STOCK TRANSFERABILITY

No shareholder of this corporation may sell or transfer his shares in this corporation except to another individual who is duly licensed to render the same professional services which the corporation has the power to conduct, and such sale or transfer may be made only after the same shall have been approved, at a stockholders' meeting specially called for such purpose, by the holders of a majority of the outstanding stock. At such stockholders' meeting, the shares of stock held by the shareholder proposing to sell or transfer his shares may not be counted or voted for any purpose. The Board of Directors of this corporation may adopt any additional By-Laws restraining the alienation of shares and providing for the purchase of redemption by the

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corporation of its shares; provided, however, that such provisions dealing with the purchase or redemption by the corporation of its shares of its shares may not be invoked at a time or in a manner that would impair the capital of the corporation.

ARTICLE VIII - DIRECTORS

The number of Directors shall not exceed two (2). The names and addresses of the members of the first Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
David R. Silver, M.D.	3080 NW 99th Avenue Suite 301 Coral Springs, FL 33065
Frances Sandler Silver, M.D.	3080 NW 99th Avenue Suite 301 Coral Springs, FL 33065

ARTICLE IX - PRE-EMPTIVE RIGHTS

There shall be no pre-emptive rights in any stock herein issued or hereafter issued.

ARTICLE X - SUBSCRIBERS

The name and post office address of each subscriber of the Articles of Incorporation and a statement of the number of shares of stock which each agrees to take is as follows:

<u>Name</u>	<u>Address</u>	<u>Shares</u>
David R. Silver, M.D.	3080 NW 99th Avenue Suite 301 Coral Springs, FL 33065	50
Frances Sandler Silver, M.D.	3080 NW 99th Avenue Suite 301 Coral Springs, FL 33065	50

IN WITNESS WHEREOF, the undersigned has made, subscribed to

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and acknowledged these Articles of Incorporation, this 15 day of September, 1998.

David R. Silver
DAVID R. SILVER, M.D.

STATE OF FLORIDA)
COUNTY OF BROWARD)

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgements, David R. Silver, M.D., to me well known to be the person who executed the foregoing Article of Incorporation, and he acknowledged to me that he executed the same for the purposes herein stated.

SWORN TO AND SUBSCRIBED before me this 15 day of September, 1998.

Maryvel De Castro
NOTARY PUBLIC
Maryvel De Castro
Printed Name

My Commission Expires:

OFFICIAL NOTARY SEAL
MARYVEL DE CASTRO
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC601244
MY COMMISSION EXP. NOV. 13, 2000

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+171100084+

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ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept services of process for the above styled corporation, at place designated in the Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.

David R. Silver M
David R. Silver
REGISTERED AGENT, M.D.

Investment

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TALLAHASSEE, FLORIDA

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