

Charter Number Only

12/14/98
P98000103737

VALIDATION ONLY

Requestor's Name
ARMANDO A. PEREZ
Address
1933 S.W. 27th AVE 2nd FLR.
MIAMI, FL 33145
City State ZIP Phone
(305) 854-3993

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-12/14/98-01010-013
*****78.75 *****78.75

CORPORATION(S) NAME

JUAN A. GUARDIA, M.D., P.A.

98 DEC 14 AM 11:25
SECRETARY OF STATE
TALLAHASSEE FLORIDA

311.F.P.D.

Empire Toll Free: 1-800-432-3028

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Examiner
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Verifier
Acknowledgment
W.P. Verifier

CERTIFIED COPY

ARTICLES OF INCORPORATION

OF

JUAN A. GUARDIA, M.D., P.A.

I, the undersigned subscriber to these Articles of Incorporation, being a natural person of legal age and fully competent to contract, hereby affirm my intention and desire to form a Professional Service Corporation under the laws of the State of Florida pursuant to the provisions of Chapter 621 of the Florida Statutes, The Professional Service Corporation Act.

ARTICLE I

The name of this corporation shall be:

"JUAN A. GUARDIA, M.D., P.A."

ARTICLE II

NATURE OF CORPORATE BUSINESS

The general nature of the business to be transacted by the corporation shall be and is to engage in every aspect of the general practice of medicine.

The professional services involved in the corporation's practice of medicine may be rendered only through those officers, agent and employees who are duly authorized and licensed to practice medicine in the State of Florida.

This corporation shall not engage in any business other than the practice of medicine. However, this corporation may invest its funds in real estate, mortgages, stocks, bonds, and other type of investments, and may own real and personal property necessary for the rendering of the professional services authorized hereby.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE III

CAPITAL STOCK

The maximum number of shares that this corporation shall be authorized to have outstanding at any time shall be five hundred shares of a par value of one dollar (\$1.00) per share, all of which shall be common stock of the same class. All stock issued shall be fully paid and non assessable. The stockholders shall have preemptive rights with respect to the stock of the corporation. Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share at the price at which it is offered to others. Shares of the corporation's stock and certificates therefor shall be issued only to physicians authorized and licensed to practice medicine in the State of Florida.

ARTICLE IV

INITIAL CAPITAL

The amount of capital with which this corporation shall begin business shall be and is the sum of Five Hundred (\$500.00) Dollars.

ARTICLE V

TERM OF EXISTENCE

This corporation shall have a perpetual existence.

ARTICLE VI

PRINCIPAL OFFICE AND RESIDENT AGENT

The principal office of this corporation shall be located in the City of Miami, County of Dade, State of Florida, and the post office address of said principal office of the corporation shall be

15200 S.W. 81 AVENUE, MIAMI, FLORIDA 33157.

The corporation Resident's Agent for Service in the State of Florida shall be:

JUAN A. GUARDIA, M.D.

The Board of Directors may vote from time to time to move the post office address and principal office to any other address in the State of Florida.

ARTICLE VII

The numbers of directors may be altered from time to time by BY-LAWS adopted by the stockholders. However, the corporation shall have no less than (1) nor more than three (3) directors.

ARTICLE VII

INITIAL DIRECTORS

The names and post office addresses of the members of the First Board of Directors who, subject to the provisions of the BY-LAWS and these Articles of Incorporation shall hold office for the first year of the corporation's existence or until their successors are elected and have qualified, are as follows:

JUAN A. GUARDIA, M.D.
15200 S.W. 81 AVENUE, MIAMI, FLORIDA 33157

ARTICLE IX

OFFICERS

The names and post office addresses of the Officers of the Corporation who, subject to the provisions of the By-Laws and these Articles of Incorporation, shall hold office for the first year of the corporation's existence, or until their successors are elected

and have qualified areas as follows:

JUAN A. GUARDIA, M.D.
15200 S.W. 81 AVENUE, MIAMI, FLORIDA 33157

ARTICLE X

SUBSCRIBERS

The name and post office address of each subscriber to these Articles of Incorporation; the number of shares of stock each agrees to take, and the value of the consideration to be paid therefor are as follows:

<u>SUBSCRIBER</u>	<u>ADDRESS</u>	<u>STOCK</u>	<u>AMOUNT</u>
JUAN A. GUARDIA, M.D. 15200 S.W. 81 AVENUE, MIAMI, FLORIDA 33157		500	\$500.00

The subscribers certify that the proceeds of the stock subscribed for, will not be less than the amount of capital with which the corporation will begin business, as set forth in Article IV above.

ARTICLE XI

AMENDMENT

These Articles of Incorporation may be amended in the manner provided in the laws of the State of Florida, or any successor provision in said laws. 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. However, in lieu of the above-described procedure, an amendment may be made by a written instrument signed by all of the directors and stockholders of the Corporation.

ARTICLE XII

INCORPORATION OF PROVISIONS OF
PROFESSIONAL SERVICE CORPORATION ACT

This corporation is intended to be a professional corporation within the meaning of the Professional Service-Corporation Act and accordingly the corporation, its officers, directors and stockholders shall be subject to all the sections of said Act concerning the formation of the corporation, the conduct of its business, and the liabilities, rights, privileges and immunities of the corporation; its officers, directors and stockholders, as stated in Chapter 621, Florida Statutes.

I, the undersigned, being the original subscriber to the capital stock herein before described, for the purpose of forming a professional corporation to do business within 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 of stock herein above set forth, and accordingly have hereunto set my hand and seal this 10th day of December, 1998.

Juan A. Guardia (SEAL)
JUAN A. GUARDIA, M.D.

STATE OF FLORIDA)

SS:

COUNTY OF DADE)

ON THIS DAY, personally appeared before me, a Notary Public of the State Florida at Large, JUAN A. GUARDIA, M.D., to me well known and by me known to be the person described in and who signed the

foregoing Certificate of Incorporation, and he/she acknowledged to and before me that he/she signed the same freely and voluntarily, for the uses and purposes expressed therein.

WITNESS MY hand and official seal at Miami, Dade County, Florida this 10th day of December, 19 98

[Signature]
NOTARY PUBLIC
State of Florida at *[Signature]*
OFFICIAL NOTARY SEAL
ANAJ ALVAREZ
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC446853
COMMISSION EXP. APR. 2, 1999

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091 FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

THAT JUAN A. GUARDIA, M.D. DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF Miami, STATE OF Florida, HAS NAMED JUAN A. GUARDIA, M.D. LOCATED AT 15200 S.W. 81 AVENUE, MIAMI, FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE *[Signature]*
JUAN A. GUARDIA, M.D.
CORPORATE OFFICER
TITLE President
DATE 12/10/98
98 DEC 14 AM 11:25
FILED
TALLAHASSEE FLORIDA
CLERK OF STATE

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 THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE *[Signature]*
(RESIDENT AGENT)
JUAN A. GUARDIA, M.D.
DATE 12/10/98