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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

Dr. Alfred J. Shapiro M D PA

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ARTICLES ONLY

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| NEW FILINGS | |
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| <input checked="" type="checkbox"/> | Profit |
| <input type="checkbox"/> | NonProfit |
| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication |
| <input type="checkbox"/> | Other |

| AMENDMENTS | |
|--------------------------|--------------------------------------|
| <input type="checkbox"/> | Amendment |
| <input type="checkbox"/> | Resignation of R.A. Officer/Director |
| <input type="checkbox"/> | Change of Registered Agent |
| <input type="checkbox"/> | Dissolution/Withdrawal |
| <input type="checkbox"/> | Merger |

| OTHER FILINGS | |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report |
| <input type="checkbox"/> | Fictitious Name |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/QUALIFICATION | |
|----------------------------|---------------------|
| <input type="checkbox"/> | Foreign |
| <input type="checkbox"/> | Limited Partnership |
| <input type="checkbox"/> | Reinstatement |
| <input type="checkbox"/> | Trademark |
| <input type="checkbox"/> | Other |

Certificate of FICTITIOUS NAME

FICTITIOUS NAME SEARCH

CORP SEARCH

99 JAN 19 AM 9:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Date: _____

JAN 19 1999

ARTICLES OF INCORPORATION

OF

DR. ALFRED J. SHAPIRO, M.D., P.A.

99 JAN 19 AM 9:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

The undersigned does hereby execute, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be DR. ALFRED J. SHAPIRO, M.D., P.A.

ARTICLE II

This corporation shall commence its perpetual existence upon the filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

ARTICLE III

The general nature of the business to be transacted by the corporation shall be to engage in the practice of medicine. The professional services involved in the corporation's practice of medicine may be rendered only through its officers, agents and employees who are duly authorized to practice medicine in the State of Florida.

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

ARTICLE IV

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 500 shares of the par value of \$1.00 per share, all of which shall be common stock of the same class. All stock issued shall be fully paid and nonassessable.

ARTICLE V

The principal office of this corporation shall be located in the City of Miami, County of Miami-Dade, State of Florida, and the street address of said principal office of the corporation shall be 151 Crandon Blvd., #109, Emerald Bay, Key Biscayne, FL 33149.

ARTICLE VI

This corporation shall have at least one director, with the exact number of directors to be specified by the shareholders from time to time unless the shareholders shall, by a majority vote hereafter, determine that the corporation be managed by the shareholders. The name and address of the first director of the corporation, who shall hold office for the first year or until his successors are duly elected and qualified, shall be:

Alfred J. Shapiro, M.D.
151 Crandon Blvd., #109
Miami, FL 33149

ARTICLE VII

The initial officer of the Corporation is:

Alfred J. Shapiro, M.D.

President/Secretary

ARTICLE VIII

The name and address of the Incorporator is:

PACKMAN, NEUWAHL & ROSENBERG
1500 San Remo Avenue, Ste. 125
Coral Gables, FL 33146

ARTICLE IX

The stock of this corporation may be issued, owned and registered only in the name or names of an individual or individuals who are duly authorized and licensed to practice medicine in the State of Florida, and who are employees, officers, or agents of this corporation.

ARTICLE X

No stockholder of this corporation may sell or transfer any of his shares of stock in this corporation except to another individual who is then duly authorized and licensed to practice medicine in the State of Florida.

The corporation's Board of Directors is specifically authorized from time to time to adopt Bylaws and/or enter into one or more stockholders' agreements or other agreements, not inconsistent herewith, further restraining the alienation of shares of stock of this corporation and providing for the purchase or redemption by the corporation of its shares of stock.

IN WITNESS WHEREOF, the undersigned, being the original Incorporator of the above-named corporation, for the purpose of forming a corporation to do business within and without the State of Florida, under the laws of Florida, does make and file these Articles, hereby declaring and certifying that the facts herein stated are true, and executes these Articles of Incorporation this 15th day of January, 1999.

PACKMAN, NEUWAHL & ROSENBERG

By: 

DENNIS GINSBURG, Vice President

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: ALFRED J. SHAPIRO, M.D., P.A.
2. The name and address of the registered agent and office is:

ATRIUM REGISTERED AGENTS, INC.
1500 San Remo Avenue, Suite 125
Coral Gables, FL 33146

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.

By: Robert A. Stamen
ROBERT A. STAMEN, Director and
Vice President

Date: _____

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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