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MIAMI, FLORIDA

33144

April 14 , 1999

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\*\*\*\*122.50 \*\*\*\*\*78.75

Secretary of State  
Corporate Division  
The Capitol  
Tallahassee, Florida 32304

Re: JORGE A. CARIDAD, M.D., P.A.

Gentlemen:

I am enclosing herewith an original and a copy of Articles of Incorporation for the above named Corporation. In addition, a check in the sum of \$122.50 is enclosed which represents the filing fees and a check for \$15.50 for Federal Express.

Your prompt attention to this matter would be appreciated.

Very truly yours,

*James Fiorica*  
JAMES FIORICA  
Attorney

Encls.

FILED  
99 APR 16 PM 3:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*9/19/99*  
*[Signature]*

ARTICLES OF INCORPORATION  
OF  
JORGE A. CARIDAD, M.D., P.A.

The undersigned subscriber of these articles of Incorporation, a natural person competent to contract, who is licensed or otherwise legally authorized to practice the profession of medical doctor in the State of Florida, hereby associates himself to form a corporation under the laws of the State of Florida.

I

Name of Corporation, Principal Office and Mailing Address

The name of this corporation shall be:

JORGE A. CARIDAD, M.D., P.A.

The principal office of this corporation shall be:

5799 N.W. 7th St.  
Miami, Florida 33126

The mailing address of this corporation shall be:

5799 N.W. 7th. St.  
Miami, Florida 33126

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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II

Purposes

a. To engage in the practice of general surgery, as well as initial and follow-up visits and performing minor office procedures/surgery, as a professional corporation and to carry on services incident thereto. The practice of the above specialties of medicine is the sole and exclusive professional service to be rendered by this corporation.

b. To engage and render the professional services involved only through its officers, agents and employees who shall be medical doctors in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.

c. To own property, enter into contracts, and to carry on any business necessary or incidental to the accomplishment of furtherance of the purposes or objects of this corporation.

d. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.

e. To engage in no other business other than the rendition of the professional services specified herein.

f. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

### III

#### Capital Stock

a. The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 100 shares of common stocks at \$1.00 per value.

b. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

c. Shares of the corporation's stock and certificates shall be issued only to medical doctors in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

### IV

#### Duration

The corporation shall have perpetual existence.

### V

#### Registered Agent

The address of this corporation's initial registered office is:

5799 N.W. 7th St.  
Miami, FL 33126

and the name of its initial registered agent at said address  
is:

JORGE A. CARIDAD

VI

Incorporator

The name and address of the Incorporator is as follows:

JORGE A. CARIDAD  
5799 N.W. 7th St.  
Miami, FL 33126

VII

Board of Directors

The corporation shall have a Board of Directors consisting of one person. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders but shall never be less than one. The name and address of the initial Director of this corporation is:

JORGE A. CARIDAD  
5799 N.W. 7th St.  
Miami, FL 33126

VIII

Informal Shareholder Action

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

## IX

### Severance and Termination of Employment

If any officer, director, stockholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

## X

### Informal Director Action

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

## XI

### Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

XII

Bylaw Amendment

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of Florida governing a Professional Service Corporation.

IN WITNESS WHEREOF, THE UNDERSIGNED Incorporator has executed these Articles of Incorporation in State of Florida, this 31 day of March, 1999.

*Jorge A. Caridad*

JORGE A. CARIDAD  
Incorporator

Having been named as registered agent for the above-stated corporation, 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 and I accept the duties and obligations of Section 607.0505, Florida Statutes.

*Jorge A. Caridad*

JORGE A. CARIDAD  
Registered Agent

STATE OF FLORIDA  
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 31 day of March, 1999, by JORGE A. CARIDAD, who is personally known to me or who has produced \_\_\_\_\_ as identification and who did/did not take an oath.

FILED  
APR 16 PM 3:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



James Fiorica  
MY COMMISSION # CC782184 EXPIRES  
October 8, 2002  
BONDED THRU TROY FAIN INSURANCE, INC.

*James Fiorica*

Notary Signature

JAMES FIORICA

Printed Notary Signature