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July 19, 1999

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

FILED
99 AUG 23 PM 12:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: **Amended Articles of Incorporation**
Joseph I. Fernandez, M.D., P.A.

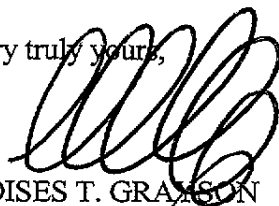
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*****35.00 *****35.00

Dear Sir or Madam:

Enclosed are the Amended Articles of Incorporation of Joseph I. Fernandez, M.D., P.A. (one original and one copy). Also enclosed is the filing fee in the amount of \$35.00 and a stamped, self-addressed envelope for return of a conformed copy to our office.

Thank you in advance for your cooperation.

Very truly yours,



MOISES T. GRAYSON

MTG:bb
Encls.
tck: 8/19/99
MTG\bbp\12511

Amend

V. SHEPARD AUG 25 1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 28, 1999

MOISES T. GRAYSON
25 SE SECOND AVE., STE. 730
MIAMI, FL 33131-1506

SUBJECT: JOSEPH I. FERNANDEZ, M.D., P.A.
Ref. Number: P99000036948

We have received your document for JOSEPH I. FERNANDEZ, M.D., P.A. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Amendments for Florida profit corporations are filed in compliance with section 607.1006, Florida Statutes. Please see the enclosed information.

The date of adoption of each amendment must be included in the document.

The amendment must be adopted in one of the following manners:

(1) If an amendment was approved by the shareholders, one of the following statements must be contained in the document.

(a) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval, -or-

(b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

(2) If an amendment was adopted by the incorporators or board of directors without shareholder action.

(a) A statement that the amendment was adopted by either the incorporators or board of directors and that shareholder action was not required.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 799A00038413

ARTICLES OF AMENDMENT

OF

JOSEPH I. FERNANDEZ, M.D., P.A.

FILED
99 AUG 23 PM 12:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provision of Section 607.1006, Florida Statute, this Florida profit corporation adopts the following Articles of Amendment.

THE FOLLOWING AMENDMENTS ARE ADOPTED. THE DATE OF EACH AMENDMENT'S ADOPTION IS JULY 13, 1999. THE AMENDMENTS WERE ADOPTED BY THE INCORPORATOR WITH SHAREHOLDER ACTION AND THE NUMBER OF VOTES CAST FOR THE AMENDMENTS BY THE SOLE SHAREHOLDER WAS SUFFICIENT FOR APPROVAL.

ARTICLE II.

NATURE OF CORPORATE BUSINESS

This Corporation, through its officers and employees, shall be authorized to engage in every aspect of the practice of medicine within the State of Florida and to engage in any activity which will facilitate and promote the practice of medicine. Additionally, this Corporation shall have the authority to invest its funds in real estate, mortgages, stocks, bonds and all other types of investments permitted by Chapter 621, Florida Statutes, as amended. This Corporation shall not be authorized to engage in any business other than the practice of medicine and those activities permitted by Chapter 621, Florida Statutes, as amended.

ARTICLE III.

CAPITAL STOCK

This Corporation is authorized to issue a maximum of One Thousand (1,000) shares of common stock having a par value of One Dollars (\$1.00) per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE IV.

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

Moises T. Grayson, Esq.
Blaxberg & Grayson, P.A.
25 S.E. 2nd Avenue, Suite 730
Miami, Florida 33131

Prepared by:

MOISES T. GRAYSON, Esq.
BLAXBERG & GRAYSON, P.A.
25 S.E. 2nd AVENUE
SUITE 730
MIAMI, FLORIDA 33131
FLORIDA BAR NO. 369519

Moises T. Grayson, Esq.
Blaxberg & Grayson, P.A.
25 S.E. 2nd Avenue, Suite 730
Miami, Florida 33131

ARTICLE V.

MAILING ADDRESS OF CORPORATION

The Corporation's mailing address shall be:

8940 N. Kendall Drive, #101E
Miami, Florida 33176

ARTICLE VI.

BOARD OF DIRECTORS

The number of Directors may be altered from time to time by By-Laws adopted by the Stockholders. However, the Corporation shall have no less than one (1) Director at any time.

ARTICLE VII.

INITIAL DIRECTOR

The name and post office address of the first Director of the Corporation is:

<u>Name</u>	<u>Address</u>
Joseph I. Fernandez, M.D.	8940 N. Kendall Drive, #101E Miami, Florida 33176

The first Director shall hold office until the first annual meeting of the Stockholders of the Corporation.

ARTICLE VIII.

INCORPORATOR

The name and post office address of the Incorporator executing these Articles of Incorporation is:

Incorporator

Joseph I. Fernandez, M.D.

Address

8940 N. Kendall Drive, #101E
Miami, Florida 33176

ARTICLE IX.

APPLICABILITY OF PROVISIONS OF PROFESSIONAL SERVICE
CORPORATE ACT

This Corporation is organized to constitute a professional corporation as defined by the Professional Service Corporation Act, Florida Statutes Chapter 621. Accordingly, this 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 specified in Chapter 621, Florida Statutes, as amended.

THE UNDERSIGNED Incorporator, for the purpose of forming a Corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts stated are true.



Joseph I. Fernandez, M.D.

Sole Director

STATE OF FLORIDA :
 : SS
COUNTY OF DADE :

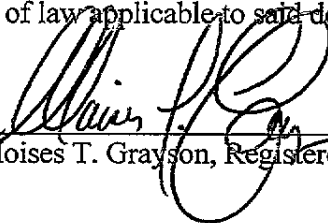
BEFORE ME, the undersigned authority, appeared Joseph I. Fernandez, M.D., who is personally known to me or who has produced _____ as identification, and acknowledged that he/she/they executed said Articles of Incorporation, and who did take an oath.

WITNESS my hand and seal in the State and County aforesaid, this 13 day of July, 1999.



NOTARY PUBLIC, State of Florida
Print Name: _____
My Commission Expires: _____

The undersigned hereby accepts the foregoing designation as initial Registered Agent and agrees to comply with the provisions of law applicable to said designation.



Moises T. Grayson, Registered Agent