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## Florida Department of State

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## FLORIDA PROFIT CORPORATION OR P.A.

seville physician's group, p.a.

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ARTICLES OF INCORPORATION  
OF  
SEVILLE PHYSICIAN'S GROUP, P.A.  
A Professional Corporation

The undersigned incorporators, each of whom is licensed or otherwise legally authorized to practice Medicine in the State of Florida, associate themselves with the intention of forming a professional corporation in accordance with Florida Statutes and the Florida Professional Service Corporation Act, and adopt the following articles of incorporation:

ARTICLE I  
NAME

The name of the corporation is SEVILLE PHYSICIAN'S GROUP, P.A.

ARTICLE II  
PRINCIPAL OFFICE AND INITIAL REGISTERED AGENT

The address of the corporation's principal office is 9100 Coral Way, Suite 1, Miami, Florida 33156. The name of the initial registered agent of the corporation, located at that office is Alejandro Navarro, M.D.

ARTICLE III  
DURATION

The period of the corporation's duration shall be perpetual, or until dissolved on a vote of the shareholders as provided in these articles.

ARTICLE IV  
PROFESSIONAL SERVICES

The professional services of the Corporation shall be rendered only through officers, employees, and agents who are duly licensed or otherwise legally authorized to practice medicine within the State of Florida. Professional services shall be rendered in each case by the officer, employee, or agent designated solely by this Corporation, acting through its duly elected officers. This provision shall not be applicable to the extent it is in conflict with the law or the professional rules of medical practice.

These Articles prepared by:  
Jose R. Pujols, Esq. (FBN: 936911)  
2701 S.W. LeJeune Road, Suite 401  
Coral Gables, Florida 33134  
(305) 569-9533

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**ARTICLE V  
PURPOSE**

The purpose of the corporation is to engage in the practice of medicine as a professional corporation and to own real and personal property, enter into contracts, and engage in any lawful business necessary for the rendering of the professional medical services. To do everything necessary, proper, or convenient to accomplish any of the purposes set forth in these articles, and to do every other acts incidental to the corporate purposes which is not forbidden by Florida laws or by the provisions of these articles of incorporation. The purposes of this corporation shall be carried out only through officers, employees, and agents, each of whom is licensed or otherwise legally qualified to render professional medical services in the State of Florida.

**ARTICLE VI  
CAPITAL STOCK**

The total number of shares of stock which the corporation shall be authorized to issue or have outstanding at any one time is 1,000 shares. These shares shall be of a single class of common stock, and shall have a value of \$1.00 per share.

**ARTICLE VII  
CAPITALIZATION**

The amount of capital with which the corporation shall begin business is not less than \$1,000 dollars.

**ARTICLE VIII  
CORPORATE POWERS**

The corporation shall have all the rights and powers now or subsequently conferred on professional corporations by the laws of the State of Florida.

**ARTICLE IX  
INCORPORATORS**

The name and street address of each person signing these articles of incorporation as an incorporator is:

Name  
Alejandro Navarro, M.D.

Address  
9100 Coral Way, Suite 1, Miami, Florida 33156.

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**ARTICLE X  
DIRECTORS**

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The corporation is to be managed by a board of directors. The number of directors constituting the initial board of directors is one (1), and the names and addresses of the initial directors are:

| <u>Name</u>             | <u>Address</u>                                 |
|-------------------------|--|
| Alejandro Navarro, M.D. | 9100 Coral Way, Suite 1, Miami, Florida 33156. |

The initial directors shall hold office until their successors are elected and qualified as provided in the bylaws. Then the term of office of each director shall be one (1) year, until the election and qualification of a successor. The number of directors set forth in these articles of incorporation and constituting the initial board of directors shall be the authorized number of directors until that number is changed by a bylaw duly adopted by the shareholders.

**ARTICLE XI  
INDEMNIFICATION**

This corporation shall indemnify and may insure its officers and directors to the fullest extent permitted by law.

**ARTICLE XII  
BYLAWS**

The initial directors shall submit the proposed bylaws to the shareholders at a meeting to be held for that purpose not more than 30 days following the issuance of the Certificate of Incorporation. Following the adoption of bylaws by the affirmative vote of three fourths of the shareholders, the internal affairs of the corporation are to be regulated and managed in accordance with the bylaws.

**ARTICLE XIII  
DISSOLUTION**

The corporation may be dissolved at any time (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least three fourths of the outstanding shares of the corporation entitled to vote. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by the shareholder.

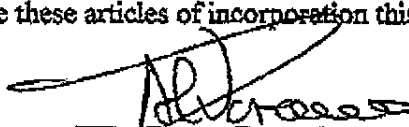
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ARTICLE XIV  
AMENDMENTS

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These articles of incorporation may be amended in the manner authorized by law at the time of amendment.

IN WITNESS WHEREOF, I, Alejandro Navarro, M.D., being the incorporator of this corporation, make and file these articles of incorporation this 30th day of August, 1999.

  
Alejandro Navarro, Incorporator

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

IN COMPLIANCE WITH SECTION 607.0501, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

THAT SEVILLE PHYSICIAN'S GROUP, INC., DESIRING TO ORGANIZE OR  
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL  
PLACE OF BUSINESS AT:

9100 CORAL WAY, SUITE 1  
MIAMI, FLORIDA 33156

HAS NAMED ALEJANDRO NAVARRO, M.D., LOCATED AT 9100 CORAL WAY,  
SUITE 1, MIAMI, FLORIDA 33156, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS  
WITHIN FLORIDA.

  
Alejandro Navarro, M.D.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED  
CORPORATION, AT THE PLACE DESIGNATED IN THE CERTIFICATE, I HEREBY AGREE  
TO ACT IN THIS CAPACITY, AND FURTHER AGREE TO COMPLY WITH THE  
PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE  
PERFORMANCE OF MY DUTIES.

By:   
Alejandro Navarro, M.D.

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