

600489

STOLZENBERG, GELLES & ZILBER, P.A.

2950 SOUTHWEST 27TH AVENUE  
SUITE 210  
MIAMI, FLORIDA 33133  
TELEPHONE (305) 445-5666  
FACSIMILE (305) 445-5217

FILED  
99 JUN -7 AM 10:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

June 4, 1999

Division of Corporations  
Florida Department of State  
P.O. Box 6327  
Tallahassee, Florida 32314

200002897102--4  
-06/07/99--01138--019  
\*\*\*\*105.00 \*\*\*\*105.00

Attn: Articles of Incorporation

RE: Goldberg & Gelles, M.D.'s P.A.

200002897102--4  
-06/07/99--01138--020  
\*\*\*\*\*8.75 \*\*\*\*\*8.75

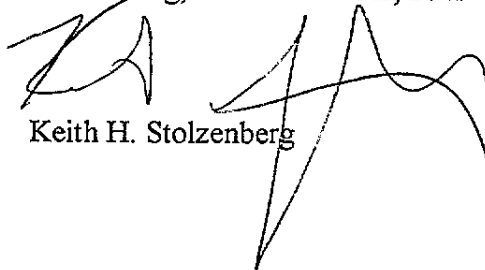
To Whom It May Concern:

Enclosed please find; (1) a check in the amount of \$105.00 for filing fees for Amended and Restated Articles of Incorporation (\$35.00), Statement of Change of Registered Agent (\$35.00) and Designation and Acceptance of Registered Agent (\$35.00) and; (2) a check in the amount of \$8.75 for a certified copy of same.

If you have any questions regarding this matter, please feel free to call the undersigned at (305) 445-5666.

Sincerely,

Stolzenberg, Gelles & Zilber, P.A.



Keith H. Stolzenberg

goldgel.sec.state.let2

Enc.

Amended & Restated Art. & N/C

V. SHEPARD JUN 14 1999

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION OF  
GOLDBERG & GELLES, M.D.'s, P.A. t/b/k/a  
RONALD GELLES, M.D., P.A.

FILED  
99 JUN -7 AM 10:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 621.13 and 607.1007 of the Florida Statutes, GOLDBERG & GELLES, M.D.'S, P.A. (the "Corporation") adopts the following Amended and Restated Articles of Incorporation:

ARTICLE I

NAME

The name and principal address of this Corporation shall be:

Ronald Gelles, M.D., P.A.  
175 Westward Drive  
Miami Springs, Florida 33166

ARTICLE II

NATURE OF BUSINESS

The general purpose for which this Corporation is organized is to transact any or all lawful business for which corporations may be incorporated under Chapter 621, Florida Statutes.

ARTICLE III

AUTHORIZED SHARES

The Corporation shall be authorized to issue 100 shares of voting common stock having a par value of \$10.00 per share.

ARTICLE IV

TERM OF EXISTENCE

The term of this Corporation commenced with the filing of the Articles of Incorporation on October 8, 1968. The Corporation shall exist perpetually unless dissolved according to law.

ARTICLE V

REGISTERED OFFICE AND AGENT

The street address of the registered office of this Corporation in the State of Florida shall be:

2950 S.W. 27<sup>th</sup> Avenue, Suite 210  
Miami, Florida 33133.

The name of the registered agent of this Corporation at that address shall be:

Jared Gelles, Esq.

ARTICLE VI

BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors, which shall have one (1) member. The number of directors may be increased or decreased by the shareholders from time to time as provided in the Bylaws of the Corporation.

ARTICLE VII

DIRECTORS - NAMES AND STREET ADDRESSES

The name and street address of the Board of Directors who shall hold office until his successor has been duly elected or appointed and has qualified is as follows:

Dr. Ronald Gelles  
175 Westward Drive  
Miami Springs, Florida 33166

[Remainder of page left intentionally blank]

CERTIFICATION OF BOARD OF DIRECTORS

The undersigned, constituting the sole director and President of the Corporation, hereby certifies, pursuant to Sections 621.13 and 607.1007 of the Florida Statutes, that these Amended and Restated Articles of Incorporation of Ronald Gelles, M.D., P.A. f/k/a Goldberg & Gelles, M.D.'s, P.A. were unanimously adopted by written consent of all of the shareholders and the Board of Directors on the date hereof.

Signed this 31 day of May 1999.

By: *Ronald Gelles*  
Ronald Gelles, M.D., director and President

Attest: *Ronald Gelles*  
Ronald Gelles, M.D., Secretary

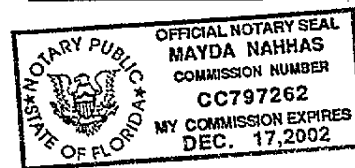
STATE OF FLORIDA )  
                          ) SS:  
COUNTY OF MIAMI-DADE )

BEFORE ME, the undersigned authority, personally appeared Ronald Gelles, M.D., sole director, President and Secretary of Ronald Gelles, M.D., P.A., f/k/a Goldberg & Gelles, M.D.'s, P.A. who is personally known to me or, who has produced the following identification: \_\_\_\_\_ and who being first duly sworn, deposes and says that he has executed the foregoing Amended and Resated Articles of Incorporation on behalf of the Corporation for the purposes expressed therein.

WITNESS my hand and seal at Miami, Miami-Dade County, Florida, this 31 day of May, 1999.

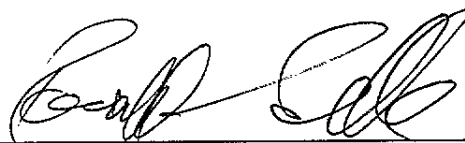
*Mayda Nahhas*  
Signature of Notary Public

Printed Name of Notary Public \_\_\_\_\_  
Commission No. \_\_\_\_\_  
Commission Expires \_\_\_\_\_



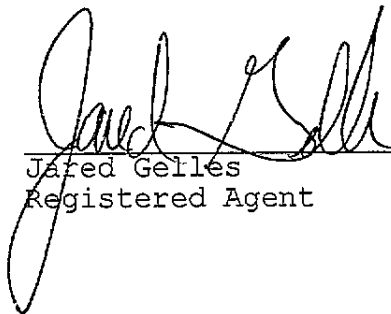
STATEMENT OF CHANGE OF REGISTERED AGENT AND REGISTERED OFFICE AND  
ACCEPTANCE OF REGISTERED AGENT

Pursuant to Section 48.091 and Chapters 607 and 621, Florida Statutes, Ronald Gelles, M.D., P.A., having filed its Amended and Restated Articles of Incorporation contemporaneously herewith, with its new registered office as indicated therein at 2950 S.W. 27<sup>th</sup> Avenue, Suite 210, has named Jared Gelles, Esq., located thereat as its new registered agent to accept service of process within this state.



Ronald Gelles, M.D., P.A., sole  
director of the Corporation

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby accept the appointment to act in this capacity, and agree to comply with the laws of Florida applicable thereto.



Jared Gelles  
Registered Agent