

P038800/6026

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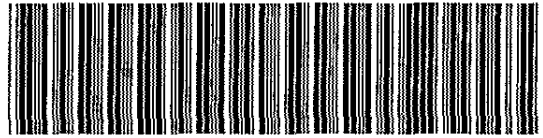
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FILED STATE  
CORPORATIONS  
03 FEB 14 AM 10:53

2-11-03

Fred Taubman  
770 Claughton Island Drive  
Apt. 1013  
Miami, Florida 33131

February 3, 2003

**VIA FEDERAL EXPRESS**

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

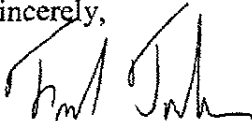
**Re: Joseph Taubman, M.D., P.A.**

Dear Sir/Madam:

Enclosed are an original and one (1) copy of the Articles of Incorporation of Joseph Taubman, M.D., P.A., and a check in the amount of \$78.75 representing the filing fee and a certified copy of the Articles. For your convenience, I have included a self-addressed, stamped envelope for the returned certified copy.

If there are any questions, please do not hesitate to contact me at my daytime phone number of (305) 789-8915.

Sincerely,



Fred Taubman

ARTICLES OF INCORPORATION  
OF

JOSEPH TAUBMAN, M.D., P.A.,  
a Florida Professional Association

STATE OF FLORIDA  
CORPORATIONS  
09 FEB - 11 AM 10:55

(Pursuant to Chapter 621 of the Professional Services Corporation Act)

ARTICLE I

NAME

The name of this corporation is **JOSEPH TAUBMAN, M.D., P.A.** (the "Corporation"), with a principal and mailing address of 10929 Boca Woods Lane, Boca Raton, Florida 33428.

ARTICLE II

NATURE OF BUSINESS

The purpose for which the Corporation is organized shall be to engage in professional medical services within the State of Florida, and to take all actions that are necessary or proper in connection with that practice.

ARTICLE III

TERM OF EXISTENCE

This Corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is the date on which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

ARTICLE IV

CAPITAL STOCK

This Corporation is authorized to issue One Hundred (100) shares of \$0.01 par value common stock, which shall be designated "common shares".

## ARTICLE V

### INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is: 10929 Boca Woods Lane, Boca Raton, Florida 33428, and the name of the initial registered agent of this Corporation at that address is Joseph Taubman, M.D.

## ARTICLE VI

### INITIAL BOARD OF DIRECTORS

The Corporation shall have one (1) initial director. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and address of the director of this Corporation is:

Joseph Taubman, M.D.  
10929 Boca Woods Lane  
Boca Raton, Florida 33428

## ARTICLE VII

### AMENDMENTS TO ARTICLES OF INCORPORATION AND BY-LAWS

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendments hereto and any right conferred upon the shareholders is subject to this reservation. Further, the power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors of this Corporation.

## ARTICLE VIII

### INDEMNIFICATION

This Corporation shall indemnify, defend, save and hold harmless, and may advance expenses to any and all of its directors, officers, employees or agents or former directors, officers, employees or agents or any person or persons who may have served at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise in which it owns shares of capital stock or of which it is a creditor, to the full extent permitted by law. Said indemnification shall include, but not be limited to, the expenses, including the cost of any judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceedings, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or his legal representative may be made a party or may be threatened to be made a party, by reason of his being or having been a

director, officer, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any director, officer, employee or agent may be entitled as a matter of law or which he may be lawfully granted.

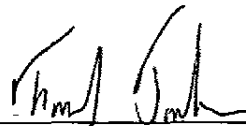
**ARTICLE IX**

**INCORPORATOR**

The name and address of the person signing these Articles is:

Fred Taubman  
770 Claughton Island Drive  
Apt. 1013  
Miami, Florida 33131

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 31<sup>st</sup> day of January, 2003.



\_\_\_\_\_  
Fred Taubman  
Incorporator

**CERTIFICATE DESIGNATING THE ADDRESS AND AN AGENT UPON  
WHOM PROCESS MAY BE SERVED**

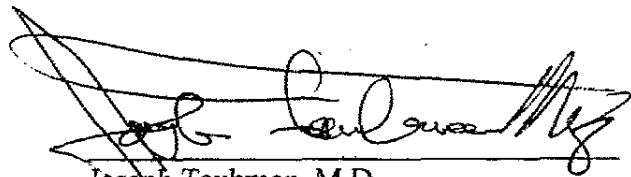
**WITNESSETH**

That **JOSEPH TAUBMAN, M.D., P.A.**, desiring to organize under the laws of the State of Florida, has named Joseph Taubman, M.D., as its agent to accept service of process within this state.

**ACKNOWLEDGEMENT:**

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, 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.

Dated this 31<sup>st</sup> day of January, 2003.



Joseph Taubman, M.D.  
Registered Agent

FILED  
CLERK OF STATE  
DIVISION OF CORPORATIONS  
03 FEB -4 AM 10:55