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 NAME: ROGER W. SCHULER, M.D., P.A.
 FAX AUDIT NUMBER: H96000002119 CURRENT STATUS: REQUESTED
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 14, 1996

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: ROGER W. SCHULER, M.D., P.A.
REF: W96000003399

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The specific nature of business of the professional association must be stated in the document.

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 (904) 487-6934.

Loria Poole
Corporate Specialist

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ROGER W. SCHULER, M.D., P.A.

THE UNDERSIGNED has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of the Corporation shall be: ROGER W. SCHULER, M.D., P.A.

ARTICLE II

This corporation shall commence its existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have a perpetual existence.

ARTICLE III

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

1. Transact any and all lawful business.
2. Said corporation shall have further powers:
 - (a) To have perpetual succession by its corporate name;
 - (b) To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;
 - (c) To have a corporate seal and to use the same by causing it to be impressed or affixed;
 - (d) To purchase, take, receive, lease or acquire and otherwise deal in and with real and personal property or any interest therein;
 - (e) To sell, mortgage, pledge or otherwise create a security interest in, lease, transfer, or otherwise dispose of all or any part of its property and assets;
 - (f) To lend money to its officers and/or employees;
 - (g) To make contracts or guarantees and incur liabilities, borrow money, issue notes, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income;
 - (h) To lend money and take and hold real or personal property as security of payment of funds so loaned;
 - (i) To conduct its business, carry on its operations and have offices and exercise the powers granted by this act within

Bradley W. Schuler
2898 University Dr. #64
Coral Springs, FL 33065

1 (305) 340.5888
FBN. 789951

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and without this state;

(j) To elect and appoint officers and agents of the corporation and defend their duties and fix their compensation;
(k) To make and alter bylaws, not inconsistent with its Articles of Incorporation or with the laws of the State of Florida;

(l) To have and exercise all powers necessary to effect its purpose.

TO PRACTICE MEDICINE,
ARTICLE IV

The aggregate number of shares which this corporation shall have the authority to issue is the total sum of 1000 shares, having an individual par value of \$.01.

The sum of the par value of all shares of stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

The holders of the outstanding shares of stock shall be entitled to receive, when, if and as declared by the Board of Directors, dividends payable either in cash, in property or in shares of the stock of the corporation.

The corporations shares of stock will not be divided into classes.

The corporation is not authorized to issue shares of stock in series.

ARTICLE V

The initial place of business for the corporation shall be at 5800 Colonial Drive, Suite 405, Margate, Florida 33063 and this shall also be the corporations initial mailing address.

ARTICLE VI

The initial street address in Florida of the initial registered office of the corporation is 2898 University Drive, Suite 64, Coral Springs, Florida 33065, and the name of the initial registered agent of the corporation at such address is Bradley W. Schuler.

ARTICLE VII

The initial Board of Directors shall consist of one (1) member, who need not be a resident of the State of Florida or a shareholder of the corporation. The number of directors may increase from time to time as determined by the By-Laws of the corporation. No directors shall be designated for the board of directors until the first meeting of the stockholders of the corporation.

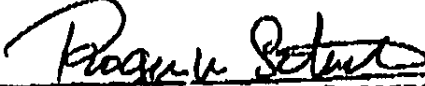
ARTICLE VIII

The name and address of the incorporator executing these Articles of Incorporation is: Roger W. Schuler, 5800 Colonial

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Drive, Suite 405, Margate, Florida 33069.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 12th day of February, 1990.



ROGER W. SCHULER, as Incorporator
and Subscriber

Prepared by: Bradley W. Schuler, Esquire
Florida Bar No.: 789951
2898 University Drive
Suite 64
Coral Springs, Florida 33065
(305) 340-5888

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
UPON WHICH PROCESS MAY BE SERVED**

In Pursuance to Section 607.34 Florida Statutes, the following is submitted, in compliance with said act:

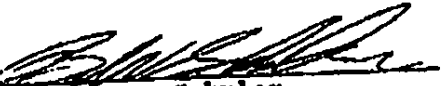
That ROGER W. SCHULER, M.D., P.A., desiring to organize under the laws of the State of Florida, with it's principle office, as indicated in the Articles of Incorporation at 5800 Colonial Drive, Suite 405, Margate, Florida 33063, County of Broward, State of Florida has named Bradley W. Schuler, located at 2898 University Drive, suite 64, City of Coral Springs, County of Broward, State of Florida 33065 as it's agent to accept service of process within this state.


ROGER W. SCHULER M.D.
Incorporator/Director
Title
February 13, 1996
Date

FILED
CLERK OF DISTRICT COURT
CORAL SPRINGS, FLORIDA
FEB 15 1996

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: 
Bradley W. Schuler
2898 University Drive
Suite 64
Coral Springs, Florida 33065
(305) 340-5988
Florida Bar No.: 789951

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