

P990000 42867

TRANSMITTAL LETTER

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

SUBJECT:

MARK A. ROSENBERG, M.D., P.A.
(Proposed corporate name — must include suffix)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for:

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee & Certificate
of Status

☐ \$78.75
Filing Fee &
Certified Copy

☐ \$87.50
Filing Fee, Certified
Copy & Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM:

DUKE, MULLIN & GALLOWAY, P.A.
Attn: Amy GALLOWAY
1700 East Las Olas Blvd., PH-1
Fort Lauderdale, Florida 33301
Telephone: (954) 761-7200
Facsimile: (954) 761-1573

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*****78.75 *****78.75

NOTE: Please provide the original and one copy of the Articles.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**DUKE
MULLIN &
GALLOWAY, P.A.**

Trial Lawyers and Counselors

**1700 EAST LAS OLAS BOULEVARD, PH-1
FORT LAUDERDALE, FLORIDA 33301**

**TELEPHONE: (954) 761-7200
FACSIMILE: (954) 761-1573**

FACSIMILE

**DATE: MAY 18, 1999
TO: DIVISION OF CORPORATIONS
FIRM: ATTN: BARBARA
CITY/STATE:
TELEPHONE NO.:
FACSIMILE NO.: 850-487-6804
FROM: AMY GALLOWAY**

ORIGINAL FOLLOWS: No

OF PAGES TRANSMITTED (INCLUDING THIS COVER PAGE): 2

MESSAGE: Ref: Mark A. Rosenberg, M.D., P.A.

Barbara, per your telephone call to my office today, enclosed is a new "Page 1" of the Articles, setting forth a more specific purpose according to the statute. Thank you very much.

CONFIDENTIALITY NOTE:

THE INFORMATION CONTAINED IN THIS TRANSMISSION IS LEGALLY PRIVILEGED AND CONFIDENTIAL, INTENDED ONLY FOR THE USE OF THE INDIVIDUAL OR ENTITY NAMED ABOVE. IF THE READER OF THIS MESSAGE IS NOT THE INTENDED RECIPIENT, YOU ARE HEREBY NOTIFIED THAT ANY DISSEMINATION, DISTRIBUTION, OR COPYING OF THIS COMMUNICATION IS STRICTLY PROHIBITED. IF YOU RECEIVE THIS COMMUNICATION IN ERROR, PLEASE NOTIFY US IMMEDIATELY BY TELEPHONE (COLLECT) AND RETURN THE ORIGINAL MESSAGE TO US AT THE ABOVE-LISTED ADDRESS VIA THE U.S. POSTAL SERVICE. WE WILL REIMBURSE YOU FOR POSTAGE AND/OR TELEPHONE EXPENSES INVOLVED. THANK YOU.

**ARTICLES OF INCORPORATION
OF
MARK A. ROSENBERG, M.D., P.A.**

The undersigned, desiring to organize a Professional Service Corporation for the purpose hereinafter stated, pursuant to the laws of the State of Florida, hereby certifies as follows:

ARTICLE I - NAME

The name of this Corporation is Mark A. Rosenberg, M.D., P.A.

ARTICLE II - ADDRESS

The initial street address of the principal office and the mailing address of the Corporation shall be:

1700 East Las Olas Boulevard, Penthouse 1, Fort Lauderdale, Florida 33301.

ARTICLE III - DURATION

The Corporation shall have perpetual existence, unless sooner dissolved by law.

ARTICLE IV - PURPOSE

The purpose of this professional service corporation is to engage in any activities or business permitted under the laws of the United States and the State of Florida, and including, but not limited to those personal services rendered by physicians and medical providers in the practice of medicine.

ARTICLE V - CAPITAL STOCK

The maximum number of shares which the Corporation is authorized to have outstanding at any time is 100 shares of common stock having a par value of \$1.00 per share.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation shall be 1700 East Las Olas Boulevard, Penthouse 1, Fort Lauderdale, Florida 33301, and the initial Registered Agent of the Corporation at such office shall be Amy J. Galloway, who, upon accepting this designation, agrees to comply with the provisions of Sections 48.091 and 607.0501, Florida Statutes, with respect to maintaining a registered agent and a registered office for service of process.

Amy J. Galloway, Esquire
Florida Bar No. 581428
Duke, Mullin & Galloway, P.A.
1700 East Las Olas Blvd., PH-1
Fort Lauderdale, FL 33301
(954) 761-7200

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ARTICLE VII - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of one member. The number of directors may be increased or decreased from time to time as provided in the Bylaws but in no case shall the number of directors be less than one. The name and address of the director constituting the initial Board of Directors is:

<u>Name</u>	<u>Address</u>
Mark A. Rosenberg	1700 East Las Olas Boulevard, Penthouse 1, Fort Lauderdale, Florida 33301

ARTICLE VII - INCORPORATOR

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

<u>Name</u>	<u>Address</u>
Mark A. Rosenberg	1700 East Las Olas Boulevard, Penthouse 1 Fort Lauderdale, Florida 33301

ARTICLE VIII - INDEMNIFICATION

Provided the person proposed to be indemnified is not shown to have not satisfied the requisite standard of conduct for permissive indemnification by a corporation as specifically set forth in the applicable provisions of the Florida Business Corporation Act (currently, Sections 607.0850(1) and (2) of the Florida Statutes), as may be amended from time to time, this corporation shall indemnify its officers and directors, and may indemnify its employees and agents, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an officer, director, employee or other agent. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of shareholders or disinterested directors or otherwise. The indemnification provided herein shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, the personal and other legal representatives of such person, and an adjudication of liability shall not affect the right to indemnification for those indemnified.

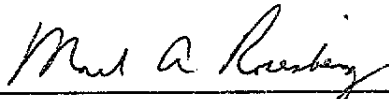
ARTICLE IX - AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder is subject to this reservation.

ARTICLE X - BYLAWS

The Bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any Bylaw adopted by shareholders if the shareholders specifically provide such Bylaw is not subject to amendment or repeal by the directors.

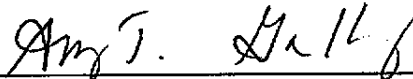
Dated: April 30, 1999



Mark A. Rosenberg - Incorporator

ACCEPTANCE OF REGISTERED AGENT

The undersigned, having been appointed as Registered Agent to accept service of process for Mark A. Rosenberg, P.A., hereby agrees to act in that capacity and further states that she is familiar with and accepts the obligations, and agrees to comply with the provisions of Sections 48.091 and 607.0501, Florida Statutes.



Amy J. Galloway - Registered Agent

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