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Florida Department of State
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FLORIDA NON-PROFIT CORPORATION
MOUNT SINAI MEDICAL OFFICE BUILDING II, INC.

Certificate of Status	0
Certified Copy	0
Page Count	065
Estimated Charge	\$70.00

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TALLAHASSEE, FLORIDA

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Florida Dept of State



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

June 15, 2005

CORPDIRECT AGENTS, INC.

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SUBJECT: MOUNT SINAI MEDICAL OFFICE BUILDING II, INC.
REF: W05000029575

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of a voluntarily dissolved corporation or limited liability company. The name of a voluntarily dissolved Florida corporation or limited liability company is not available for the assumption or use by another entity until 120 days after the effective date of dissolution unless the dissolved entity provides the Department of State with a notarized affidavit, stating they have no intention of revoking the dissolution, therefore, releasing the name for use to another entity.

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Tammy Hampton
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H05000147863 3

MOUNT SINAI MEDICAL OFFICE BUILDING, II, INC.
4300 ALTON ROAD
MIAMI BEACH, FLORIDA 33140

June 15, 2005

Corporation Division
Florida Secretary of State
The Capitol
Tallahassee, Florida 32301

Re: Mount Sinai Medical Office Building, II, Inc. (the "Company")
Document No. P05000057549


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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Ladies and Gentlemen:

Attached are the articles of dissolution for the captioned entity which we are requesting that you file herewith. The Company was formed as a business corporation.

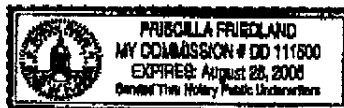
The Company has no intention of revoking the dissolution and further consents to the use of the name "Mount Sinai Medical Office Building, II, Inc." by the same company being formed as a not-for-profit corporation.

Very truly yours,


Arnold Jaffee, General Counsel

Sworn to and subscribed before me this 16th day of June, 2005, by Arnold Jaffee, who is personally known to me or produced _____ as identification.


Notary Public, State of Florida
My Commission Expires:



H05000147863 3

**ARTICLES OF INCORPORATION
OF
MOUNT SINAI MEDICAL OFFICE BUILDING II, INC.**

Not-For-Profit Corporation

These Articles of Incorporation are signed and acknowledged by the incorporator for the purpose of forming a not-for-profit corporation under the provisions of Chapter 617 of the Florida Statutes known as the Florida Not For Profit Corporation Act (the "Act"), as follows:

ARTICLE I
NAME AND ADDRESS

The name of the corporation is MOUNT SINAI MEDICAL OFFICE BUILDING II, INC. (the "Corporation") and its initial principal office and mailing address is located at 4300 Alton Road, Fifth Floor, Warner Building, Miami Beach, Florida 33140.

ARTICLE II
DURATION

The term of this Corporation is fixed in perpetuity and is to commence when these Articles of Incorporation are filed with the Department of State.

ARTICLE III
PURPOSE AND POWERS

The purposes for which the Corporation is organized are:

The Corporation shall be organized for the sole purpose of holding title to property, collecting income therefrom, and turning over the entire amount thereof, less expenses, and reasonable reserves therefor, to Mount Sinai Medical Center of Florida, Inc., an organization exempt from taxation under Section 501(a) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States internal revenue law (the "Code") as an organization described in Section 501(c)(3) of the Code, and exercising all powers enumerated in the Act necessary or convenient to the foregoing activities.

ARTICLE IV
REGISTERED AGENT

The initial registered office is located at 4300 Alton Road, Warner Building, Fifth Floor, Miami Beach, Florida 33140, and Priscilla Friedland of such address is the initial registered agent.

H05000147863 3

ARTICLE V
LIMITATIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Third Article hereof. Notwithstanding any other provision of these articles, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax and described in Section 501(c)(2) of the Code.

ARTICLE VI
DISSOLUTION

Upon dissolution or liquidation of the Corporation, all remaining assets of the Corporation after paying or making provision for the payment of all of the liabilities of the Corporation (except any assets held upon condition requiring return, transfer or other conveyance in the event of dissolution, which assets shall be returned, transferred or conveyed in accordance with such requirements) shall be distributed to Mount Sinai Medical Center of Florida, Inc., or its successor, provided that it is then in existence and qualified as a tax-exempt organization under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code and has not undergone a Change of Control (as defined from time to time in the Bylaws of the Corporation). In the event that Mount Sinai Medical Center of Florida, Inc., or its successor is not so qualified, is not then in existence, or has undergone a Change of Control, the Board of Directors of the Corporation shall dispose of such assets by transferring such assets to such organization or organizations organized and operated for charitable, scientific, or educational purposes and qualified as a tax-exempt organization or organizations described in Section 501(c)(3) of the Code, as the Board of Directors of the Corporation shall determine. Any of such assets not so disposed of shall be disposed of by the court of general jurisdiction of the county in which the principal office of the Corporation is then located, in such manner, or to such tax-exempt organization or organizations described in Section 501(c)(3) of the Code, as said court shall determine.

ARTICLE VII
DIRECTORS

The Corporation shall be governed by a Board of Directors, who shall be elected in accordance with the Bylaws.

H05000147863 3

ARTICLE VIII
AMENDMENT

These Articles of Incorporation may be amended in the manner set forth in the Bylaws of the Corporation.

ARTICLE IX
MEMBER

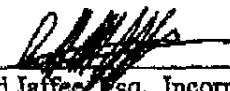
The Corporation shall initially have one (1) member. The name and address of the initial member is MOUNT SINAI MEDICAL CENTER OF FLORIDA, INC., 4300 Alton Road, Miami Beach, Florida 33140.

Provided that at the time the Board of Directors of the Corporation approves the proposed action, Mount Sinai Medical Center of Florida, Inc., or its successor is in existence, is qualified as an organization tax-exempt under Section 501(a) of the Code, and has not undergone a Change of Control, the Corporation shall not, without the approval of Mount Sinai Medical Center of Florida, Inc.: alter or amend the Articles of Incorporation of the Corporation; alter, amend or repeal the Bylaws of the Corporation or adopt new Bylaws of the Corporation; dissolve or liquidate; merge or consolidate with another corporation; or sell, lease, exchange or otherwise dispose of all, or substantially all, of the property or assets of the Corporation.

ARTICLE X
INCORPORATOR

The name and address, including street and number of the incorporator is Arnold Jaffee, Esq., 4300 Alton Road, Warner Building, Fifth Floor, Miami Beach, Florida 33140

IN WITNESS WHEREOF, the incorporator of the Corporation, has executed these Articles of Incorporation on this _____ day of June, 2005.



Arnold Jaffee, Esq., Incorporator

H05000147863 3

**CERTIFICATE ACCEPTING DESIGNATION AS AN AGENT
UPON WHOM SERVICE OF PROCESS WITHIN
THIS STATE MAY BE SERVED**

Having been appointed registered agent of MOUNT SINAI MEDICAL OFFICE BUILDING II, INC. in its Articles of Incorporation, at the place designated in such Articles of Incorporation, the undersigned hereby agrees to act in this capacity and affirms that it is familiar with, and accepts, the obligations of such position.

Priscilla Friedland

Priscilla Friedland

Dated: June 14, 2005

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA