

Michael S. Steinger  
Gary T. Iscoe

# Steinger & Iscoe, P.A.

ATTORNEYS AT LAW

June 19, 2000

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

RE: Incorporation of Medical Partners of Florida, Inc.

To Whom It May Concern:

Enclosed please find the following:

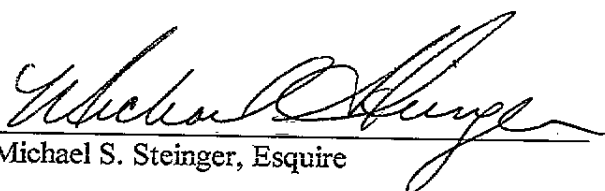
1. The original articles of incorporation for Medical Partners of Florida, Inc.;
2. A certificate of designation of registered agent signed by the registered agent;
3. A copy of the articles of incorporation for certification;
4. A check in the amount of seventy eight dollars and seventy five cents (\$78.75);
5. A Federal Express (FedEx) pre-paid return envelope.

Once you have processed this paperwork, please return the certified copy of the articles of incorporation by using the enclosed pre-paid Federal Express return envelope provided. Should you have any questions, please do not hesitate to contact me.

I remain...

Very truly yours,  
STEINGER & ISCOE, P.A.

By:

  
Michael S. Steinger, Esquire

/MSS

Enclosures as stated

STEINGER & ISCOE, P.A. JUN 20 2000

Telephone (561) 616-5550

Fax (561) 616-5551

1645 Palm Beach Lakes Boulevard • Suite 500 • West Palm Beach, FL 33401

# **ARTICLES OF INCORPORATION** **OF** **MEDICAL PARTNERS OF FLORIDA, INC.**

## **ARTICLE I - NAME**

The Name of this Corporation is MEDICAL PARTNERS OF FLORIDA, INC.

## **ARTICLE II - DURATION**

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

## **ARTICLE III - PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business as an injury care facility.

## **ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue one hundred (100) shares of One Dollar (\$1.00) par value common stock which shall be designated as "Common Shares".

## **ARTICLE V - PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

## **ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 1475 Bear Island Drive, West Palm Beach, FL 33409, and the name of the initial registered agent of this corporation at that address is Rhonda Schneider.

## **ARTICLE VII - INITIAL BOARD OF DIRECTORS**

This corporation shall have one director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws, however, there shall never be less than one director nor more than five. The name and address of the initial Board of Directors of the corporation is:

Rhonda Schneider  
1475 Bear Island Drive  
West Palm Beach, FL 33409

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TALLAHASSEE FLORIDA

### **ARTICLE VIII - INCORPORATORS**

The name and address of the Incorporator signing these articles is Rhonda Schneider, 1475 Bear Island Drive, West Palm Beach, FL 33409.

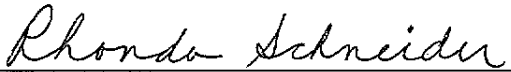
### **ARTICLE IX - INDEMNIFICATION**

The corporation shall indemnify any Officer or any former officer or director to the full extent permitted by law.

### **ARTICLE X - AMENDMENT**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

**IN WITNESS WHEREOF**, the undersigned Incorporator has executed these Articles of Incorporation on the 19<sup>th</sup> day of June, 2000.



Rhonda Schneider

**CERTIFICATE DESIGNATING REGISTERED AGENT AND PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, AND  
ACCEPTANCE OF AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

FIRST that MEDICAL PARTNERS OF FLORIDA, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business as 1475 Bear Island Drive, West Palm Beach, FL 33409 has named Rhonda Schneider located at 1475 Bear Island Drive, West Palm Beach, FL 33409, as its agent to accept service of process within Florida.

Dated: \_\_\_\_\_

6/19/2000

Rhonda Schneider  
Rhonda Schneider  
Incorporator

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STATE OF FLORIDA  
TALLAHASSEE

Having been named to accept service of process for the above-named 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 performance of my duties.

Dated: \_\_\_\_\_

6/19/2000

Rhonda Schneider  
Rhonda Schneider  
Incorporator