

P00000091969
Law Offices of Dvora M. Weinreb, P.A.

THE CENTRE
9900 STIRLING ROAD
SUITE 230
COOPER CITY, FL 33024
TELEPHONE (954) 433-2100
FAX (954) 433-5162

DVORA M. WEINREB
FLORIDA BAR

OF COUNSEL:
STUART SLUTSKY
FLORIDA BAR & NY BAR

September 21, 2000

Corporate Records Bureau
Division of Corporations
Dept. of State
409 E. Gaines Street
Tallahassee, FL 32399

100003403591--4

-09/25/00--01147--001
*****122.50 *****78.75

RE: Incorporation of Children's Pulmonary Specialists, P.A.

Dear Sir/Madam:

Enclosed please find the following:

- 1) Original and one (1) copy of Article of Incorporation of the above captioned Corporation containing the Registered Agent Designation.
- 2) A check in the amount of \$122.50 made payable to your order, representing the following fees:

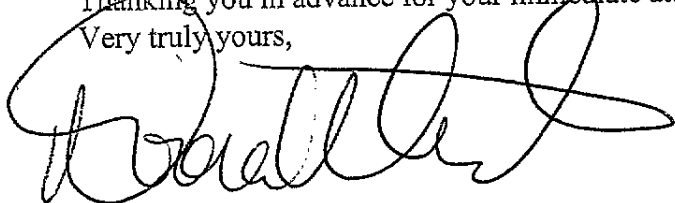
Filing Fee.....\$35.00
Certificate Under Seal.....\$52.50
Registered Agent Designation.....\$35.00

TOTAL ENCLOSED: \$122.50

EFFECTIVE DATE
10-05-00

Please return copies of the Certificate Under Seal and clocked in Articles of Incorporation once registered. A return envelope is enclosed for your convenience. (FED EXPRESS)

Thanking you in advance for your immediate attention to this matter, I remain,
Very truly yours,



Dvora Weinreb

Enclos:

FILED
00 SEP 29 AM 9:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch SEP 30 2000



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

September 26, 2000

DVORA WEINREB
9900 STRILING ROAD STE 230
COOPER CITY, FL 33024

SUBJECT: CHILDERN'S PULMONARY SPECIALISTS, P.A.
Ref. Number: W00000023390

We have received your document for CHILDERN'S PULMONARY SPECIALISTS, P.A. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date can be no more than 90 days after the date of filing.

Please return the original and one copy of 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 (850) 487-6928.

Tim Burch
Document Specialist

Letter Number: 800A00050573

ARTICLES OF INCORPORATION
of
CHILDREN'S PULMONARY SPECIALISTS, P.A.

FILED

00 SEP 29 AM 9:15

The undersigned, subscriber to these Articles of Incorporation, natural person over the age of eighteen (18) years, competent to contract, and duly licensed to render services as such under the laws of the State of Florida, hereby present these Articles for the formation of a corporation under The Professional Service Corporation Act, and other laws of the State of Florida.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. **NAME.** The name of the Corporation is **CHILDREN'S PULMONARY SPECIALISTS, P.A.**

2. **NATURE OF BUSINESS.** The general nature of the business to be transacted by the Corporation is:

(a) To engage in every phase and aspect of the business of rendering the same professional services to the public that a medical doctor duly licensed under the laws of the State of Florida, is authorized to render, but such professional services shall be rendered only through officers, employees, and agents who are duly licensed under the laws of the State of Florida to practice medicine.

(b) To invest the funds of the Corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and to own real and personal property necessary for the rendering of professional medical services.

(c) To do everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the Corporation, and in general, either alone or in association with other corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or the attainment of the objects or the furtherance of such purposes or objects of the Corporation.

EFFECTIVE DATE
10-05-00

The foregoing paragraphs shall be construed as enumerating both objects and purposes of the Corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of the Corporation otherwise permitted by law.

3. **CAPITAL STOCK.** The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is 1,500 shares of common stock having a par value of \$1.00 per share.

4. **INITIAL CAPITAL.** The amount of capital with which the Corporation will begin business is \$100.00.

5. **TERM OF EXISTENCE.** The Corporation is to exist perpetually.

6. **ADDRESS.** The initial post office address of the principal office of the Corporation in the State of Florida is 9900 Stirling Road, Suite 230, Cooper City, Florida 33024. The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

7. **DIRECTORS.** The business of the Corporation shall be managed by its Board of Directors. The number of directors constituting the entire Board shall not be less than one (1); and subject to

such minimum may be increased or decreased from time to time by amendment of the Bylaws in a manner not prohibited by law. Until so changed the number shall be one (1).

8. INITIAL DIRECTORS. The names and street addresses of the members of the first Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Herschel Scher	9900 Stirling Road, Suite 230 Cooper City, FL 33204

9. SUBSCRIBERS. The names and street addresses of each person signing the Articles of Incorporation as a subscriber, each of whom is an medical doctor duly licensed under the laws of the State of Florida to render services as such, the number of shares of stock each agrees to take, and the value of the consideration therefor are:

<u>NAME</u>	<u>ADDRESS</u>
Herschel Scher	9900 Stirling Road, Suite 230 Cooper City, FL 33024

10. VOTING TRUSTS. No shareholder of the Corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

11. CUMULATIVE VOTING FOR DIRECTORS. At all elections of directors of the Corporation, each shareholder shall be entitled to as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting) he would be entitled to cast for the election of directors with respect to this shares of stock multiplied by the number of directors to be elected, and he may cast all such votes for a single director, or may distribute them among the number to be voted for, or any two or more of them, as he may see fit.

12. CONTRACTS. No contract or other transaction between the Corporation and any other corporation shall be affected by the fact that any director of the Corporation is interested in, or is a director or officer of, such other corporation, and any director, individually or jointly, may be a party to, or may be interested in, any contract or transaction of the Corporation or in which the Corporation is interested; and no contract or other transaction of the Corporation with any person, firm, or corporation shall be affected by the fact that any director of the Corporation is a party in any way connected with such person, firm, or Corporation, and every person who may become a director of the Corporation is hereby relieved from any liability that might otherwise exist from contracting with the Corporation for the benefit of himself or any firm, association, or corporation in which he may be in any way interested.

13. REGISTERED AGENT. The initial registered agent of the Corporation is DVORA WEINREB, 9900 Stirling Road, Suite 230, Cooper City, Florida 33204.

14. REMOVAL OF DIRECTORS. Any director of the Corporation may be removed at any annual or special meeting of the stockholders by the same vote as that required to elect a director.

15. RESTRAINT ON ALIENATION OF SHARES. The share-holders of the Corporation shall have the power to include in the Bylaws, adopted by a two-thirds majority of the

stockholders of the Corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding shares of the Corporation by any of its shareholders, or in the event of the death of any of its share-holders. The manner and form, as well as the relevant terms, conditions, and details thereof, shall be determined by the shareholders of the Corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless the existence of such provisions shall be plainly written upon the certificate evidencing the ownership of such shares. No share-holder of the Corporation may sell or transfer his shares therein except to another individual who is eligible to be a shareholder of the Corporation, and such sale or transfer may be made only after the same shall have been approved at a stockholders' meeting specially called for such purpose. If any shareholder shall become legally disqualified to practice in the State of Florida, or be elected to a public office, or accept employment that places restrictions or limitations upon his continuous rendering of such professional services, such shareholder's shares of stock shall immediately become subject to purchase by the Corporation in accordance with the Bylaws adopted by the shareholders.

16. ADDITIONAL CORPORATE POWERS. In furtherance and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objects hereinabove stated, the Corporation shall have all the following powers:

(a) To enter into, or become a partner in, any arrangement for sharing profits, union of interest, or cooperation, joint venture, or otherwise, with any person, firm, or corporation for the purpose of rendering professional.

(b) To deny to the holders of the common shares of the Corporation any preemptive right to purchase or subscribe to any new issues of any type shares of the Corporation, and no share-holder shall have any preemptive right to subscribe to any such shares.

(c) At its option, to purchase and acquire any or all of its stock owned and held by any such shareholder as should desire to sell, transfer, or otherwise of his shares in accordance with the Bylaws adopted by the shareholders of the Corporation setting forth the terms and conditions of such purchase; provided, however, that the capital of the Corporation is not impaired.

(d) At its option, to purchase and acquire the shares owned and held by any shareholder who dies, in accordance with the Bylaws adopted by the shareholders of the Corporation setting forth the terms and conditions of such purchase; provided, however, that the capital of the Corporation is not impaired.

(e) To enter into, for the benefit of its employees, one or more of the following: (1) a pension plan, (2) a profit-sharing plan, (3) a stock bonus plan, (4) a thrift and savings plan, (5) a restricted stock option plan, or (6) other retirement or incentive compensation plans.

17. AMENDMENT. The Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of shareholders are subject to this reservation.

18. The effective date of incorporation shall be *Oct. 5, 2000.*

IN WITNESS WHEREOF, we the subscribers have executed these Articles of Incorporation
this 21st day of September, 2000.

H. Scher
Herschel Scher, M.D.

STATE OF FLORIDA
COUNTY OF BROWARD

The following instrument was acknowledged before me this 21st day of September, 2000,
by Herschel Scher, M.D. who has produced DR DL as identification.

[Signature]
NOTARY PUBLIC

My Commission Expires:

Notary Public ~ State of Florida
DVORA WEINREB
Commission # CC 952545
Expires: September 30, 2004

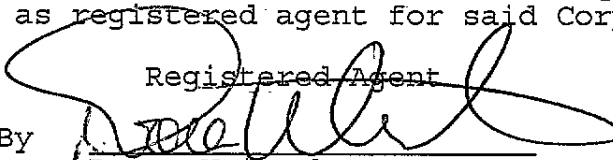
Certificate Designating Place of Business or Domicile for the
Service of Process Within This State, Naming Agent Upon Whom
Process May be Served

In compliance with Section 48.091, Florida Statutes, the
following is submitted:

That Children's Pulmonary Specialists, P.A., desiring to
organize under the laws of the State of Florida, with its principal
office, as indicated in the Articles of Incorporation at 9900
Stirling Road, Suite 230, Cooper City, State of Florida, has named
Dvora Weinreb located at 9900 Stirling Road, Suite 245, Cooper
City, Florida 33024, State of Florida, as its agent to accept
service of process within this state.

ACKNOWLEDGMENT:

I hereby certify that I am familiar with and accept the duties
and responsibilities as registered agent for said Corporation.

Registered Agent
By 
Dvora Weinreb, Esq.

FILED
00 SEP 29 AM 9:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA