

P00000111389

LAW OFFICES

HARRIS, KUKEY & HELGESEN

A PROFESSIONAL ASSOCIATION

GEORGE E. HARRIS
ANDREW HELGESEN
LAWRENCE M. KUKEY (1946-2000)

FILED
00 NOV 29 PM 4:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11380 PROSPERITY FARMS ROAD, SUITE 201
PALM BEACH GARDENS, FLORIDA 33410
Telephone 561/622-7755
Telefax 561/622-8422

November 27, 2000

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32314

400003480094--2
-11/29/00--011059--028
*****78.75 *****78.75

Re: Richard P. Margolies, P.A.

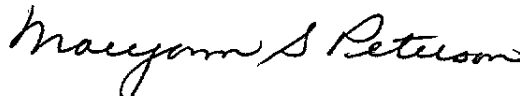
Ladies and Gentlemen:

Enclosed herewith for filing are the Articles of Incorporation of Richard P. Margolies, P.A., together with a copy to be certified and returned to this office.

Also enclosed is our check in the amount of \$78.75 to cover the cost of the filing fees and certification fees for this corporation.

Thank you for your cooperation in this matter.

Sincerely,



Maryann S. Peterson
Secretary to Andrew Helgesen

Enclosure

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ARTICLES OF INCORPORATION
OF
RICHARD P. MARGOLIES, P.A.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber(s) to these articles of incorporation, being duly licensed to practice medicine under the laws of the state of Florida, adopt(s) these articles to form a corporation under the Professional Service Corporation and Limited Liability Company Act, F.S. Chapter 621, and other laws of the state of Florida.

ARTICLE I. NAME

The name of the professional service corporation is Richard P. Margolies, P.A.

ARTICLE II. PRINCIPAL OFFICE

The principal office and mailing address of this corporation is 3355 Burns Road, Suite 205, Palm Beach Gardens, FL 33410.

ARTICLE III. PURPOSE

The professional service corporation is formed to engage in every phase and aspect of the practice of medicine, including any lawful activity incident thereto. In addition, the corporation may invest the funds of the professional service corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and own real and personal property necessary for the rendering of professional services.

ARTICLE IV. TERM OF EXISTENCE

The professional service corporation shall have perpetual existence starting on the date these articles of incorporation are filed by the Florida Department of State.

ARTICLE V. CAPITAL STOCK

The capital stock of the professional service corporation shall be 10 shares of common stock having a par value of \$1.00 per share.

None of the shares of the professional service corporation may be issued to anyone other than an

individual duly licensed to practice medicine in the state of Florida.

ARTICLE VI. REGISTERED OFFICE AND AGENT

The address of the initial registered office of this professional service corporation is 11380 Prosperity Farms Road, Suite 201, Palm Beach Gardens, FL 33418. The name of the initial registered agent at that address is Andrew Helgesen.

ARTICLE VII. BOARD OF DIRECTORS

The business of the corporation shall be managed by its board of directors. The initial board of directors shall consist of one member(s). The name(s) and address(es) of the member(s) of the first board of directors are:

Name	Address
Richard P. Margolies	3355 Burns Road, Suite 205 Palm Beach Gardens, FL 33410

ARTICLE VIII. SUBSCRIBER(S)

The name and address of the person signing these articles of incorporation as subscriber is:

Name	Address
Richard P. Margolies	3355 Burns Road, Suite 205 Palm Beach Gardens, FL 33410

ARTICLE IX. RESTRAINT ON ALIENATION OF SHARES

The shareholders of the professional service corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of the shareholders of the professional service corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the professional service corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details, of the disposition shall be determined by the shareholders of the professional service corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of the professional service corporation may sell or transfer stock in the corporation except to another individual who is eligible to be a shareholder of the professional service corporation, and the sale or transfer may be made only after it has been approved at a shareholder meeting especially called for that purpose. If any shareholder becomes legally disqualified to practice medicine in the state of Florida, is elected to a public office, or accepts employment that places

restrictions or limitations on the continuous rendering of such professional services, that shareholder's shares of stock shall immediately become subject to purchase by the professional service corporation in accordance with the bylaws adopted by the shareholders.

ARTICLE X. AMENDMENT

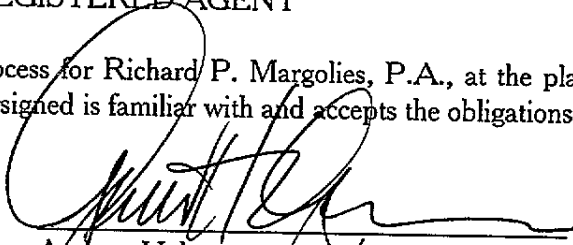
The corporation reserves the right to amend or repeal any provisions in these articles of incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber(s) executed these articles of incorporation on November 21, 2000.


Richard P. Margolies

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Richard P. Margolies, P.A., at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).


Andrew Helgesen

Date 11/21/00

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TALLAHASSEE, FLORIDA