

**CORPORATE
ACCESS,
INC.**

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1.) Dr. Robert Ben Mitchell, PA
(CORPORATE NAME & DOCUMENT #)

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

SPECIAL INSTRUCTIONS

JAN 23 2001

ARTICLES OF INCORPORATION OF

Dr. Robert Ben Mitchell, PA

The undersigned incorporators, each of whom is licensed or otherwise legally authorized to practice medicine in the State of Florida, associates himself with the intention of forming a professional corporation in accordance with the Florida Professional Service Corporation and Limited Liability Company Act, and adopt the following articles of incorporation for the corporation:

ARTICLE I.

NAME

The name of the corporation is Dr. Robert Ben Mitchell, PA

ARTICLE II.

PRINCIPAL OFFICE AND INITIAL REGISTERED AGENT

The address of the corporation's principal office is 16751 North Glades Drive, Suite #9, City of North Miami Beach, County of Miami-Dade, State of Florida, 33162. The name of the initial registered agent of the corporation, located at that office, is David Philips, Esquire whose address is 940 Lincoln Rd, Suite 319, Miami Beach, Florida 33139.

ARTICLE III.

DURATION

The period of the corporation's duration shall be perpetual or until dissolved on a vote of the shareholders as provided in these articles.

ARTICLE IV.

PURPOSE

The purpose of the corporation is to practice the profession of medicine. The sole and exclusive professional service to be rendered by the corporation is medical services.

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ARTICLE V.

CAPITAL STOCK

The total number of shares of stock which the corporation shall be authorized to issue or have outstanding at any one time is 1000 shares. These shares shall be of a single class of common stock, and shall have a value of \$1.00 per share.

ARTICLE VI.

CORPORATE POWERS

The purposes and general nature of the business or businesses to be transacted, conducted and carried on by this Corporation shall be:

1. To acquire, improve and develop real property; to erect dwellings of all kinds and to sell or rent the same; to lay out, grade, pave and dedicate roads, streets, avenues, highways, alleys, courts, paths, walks, passes and playgrounds; to buy, sell, mortgage, exchange, lease, hold for investment, or otherwise use and operate real estate of all kinds, improved or unimproved, and any interest or right therein.

2. To take, buy, exchange, lease or otherwise acquire real estate and any interest or right therein, and to hold, own, operate, control, maintain, manage and control, directly or through ownership of stock in any other corporation, any and all kind of buildings, stores, offices, warehouses, mills, shops, factories, machinery and plants, and any and all other structures and erections which may at any time be necessary, useful or advantageous for the purposes of this corporation.

3. To sell, assign and transfer, convey, lease or otherwise alienate or dispose of, and to mortgage or otherwise encumber the lands, buildings, real and personal property of the corporation wherever situated, and any and all legal and equitable interests therein.

4. To purchase, sell, lease, manufacture, deal in and deal with every kind of goods, wares and merchandise, rights, chattels, easements, privileges and franchise which may lawfully be purchased, sold, produced or dealt in by corporations in the State of Florida.

5. To purchase, acquire, hold and dispose of the stocks, bonds and other evidences of indebtedness of any corporation, domestic or foreign, and to issue in exchange therefor its stocks, bonds or other obligations, and to exercise in respect thereof all the right, powers and privileges of individual owners, including the right to vote thereon; and to aid in any

manner permitted by law any corporation of which any bonds or other securities or evidences of indebtedness or stocks are held by this corporation, and to do any acts or things designed to protect, preserve, improve or enhance the value of any such bonds or other securities or evidences of indebtedness or stock.

6. Any or all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

The purposes and powers specified in the foregoing clauses of this Article shall, except as otherwise expressly provided, in no wise be limited or restricted by reference to or inference from the terms of any other clause of this or any other paragraph of this Certificate, but the purposes and powers specified in each of the clauses of this Article II shall be construed as independent purposes and powers, and the foregoing enumeration to specific powers shall not be held, and is not intended to limit or restrict in any manner the powers of the Corporation, but is in furtherance and in addition to the general powers conferred upon corporation organized under the Corporation Law of the State of Florida.

ARTICLE VIII.

INCORPORATORS

The name and street address of each person signing these articles of incorporation as an incorporator is: **David Philips, Esquire, 940 Lincoln Road, Suite 319, Miami Beach, Florida 33139.**

ARTICLE IV.

DIRECTORS

The corporation is to be managed by a board of directors. The names and addresses of the initial directors are: **Dr. Robert Ben Mitchell, DO whose address is 16751 North Glades Drive, Suite #9, North Miami Beach, Florida 33162.**

ARTICLE X.

BYLAWS

The initial directors shall submit the proposed bylaws to the shareholders at a meeting to be held for that purpose not more than 60 days following the issuance of the Certificate of Incorporation..

ARTICLE XI.

DISSOLUTION

The corporation may be dissolved at any time (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least two-thirds of the outstanding shares of the corporation entitled to vote. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by the shareholder.

IN WITNESS WHEREOF, I the undersigned Incorporator, under authority of Resolution adopted by the corporation Board of Directors and shareholders, and in conformance with the procedures set forth in Chapter 607, Florida Statutes for the purpose of amending the corporation's Articles of Incorporation, hereby execute these Articles of Incorporation, and declare and certify that the facts herein stated are true and hereunto set our hands and seals this 19 day of January, 2001.

Dr. Robert Ben Mitchell, PA
A Florida Corporation

Attest:

David Philips
David Philips, Incorporator

(CORPORATE SEAL)

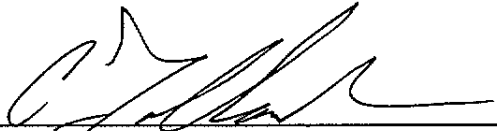
STATE OF FLORIDA)
)
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, personally appeared David Philips, ☒ to me personally known, or ☐ identified to me by _____, to be the individual described in and who has executed the foregoing Amendment as President and Secretary of Dr. Robert Ben Mitchell, PA and acknowledged before me that he executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal at Miami Beach, Florida, this 19 day of Jan, 2001.

(NOTARY SEAL)





Notary Public, State of Florida
My commission expires:
My commission number:

ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles, I hereby accept to act in this capacity, agree to comply with the provisions of §48.091, Fla. Stat., relative to keeping open said office, and am familiar with the provisions of §§607.0501, et seq., Fla. Stat., and accept the obligations thereof.


David Philips, Esq.

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