

# PO1000048334

Florida Department of State  
Division of Corporations  
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**To:**

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**From:**

Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305) 634-3694  
Fax Number : (305) 633-9696

## FLORIDA PROFIT CORPORATION OR P.A.

ROGER A. BLASBERG, P.A.

|                       |         |
|-----------------------|---------|
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01 MAY 15 PM 12:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. McKnight MAY 15 2001 ✓

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**ARTICLES OF INCORPORATION  
OF  
ROGER A. BLASBERG, P.A.**

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

**ARTICLE I. NAME**

The name of the professional service corporation is:

**ROGER A. BLASBERG, P.A.**

**ARTICLE II. PRINCIPAL OFFICE**

The principal office and mailing address of this corporation is:

**22 Bay Heights Drive  
Miami, FL 33133**

**ARTICLE III. PURPOSE**

The professional service corporation is formed to engage in every phase and aspect of the practice of medicine. 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 with the Florida Department of State.

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#### ARTICLE V. CAPITAL STOCK

The maximum number of shares this professional service corporation is authorized to issue is 500 (five hundred), all of which shall be Common Shares. All common shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

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 : 1320 South Dixie Highway, Suite 1045, Coral Gables, FL 33146. The name of the initial registered agent at that address is: Alan K. Marcus, Esq.

#### 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 (1) member. The names of the first board of directors are:

Roger A. Blasberg

#### ARTICLE VIII. INCORPORATOR

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

Roger A. Blasberg  
22 Bay Heights Drive  
Miami, FL 33133

#### 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.

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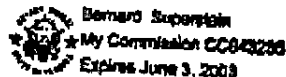
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 2<sup>nd</sup> day of May, 2001.

Roger A. Blasberg  
Roger A. Blasberg

STATE OF FLORIDA  
COUNTY OF MIAMI-DADE

Before me appeared Roger A. Blasberg, personally known to me / produced his Florida Driver's License, no. \_\_\_\_\_ who executed the foregoing Articles of Incorporation and acknowledged to me that he executed the instruments for the purposes expressed.

Bernard Superstein  
Notary Public, State of Florida  
My commission expires:



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ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Roger A. Blasberg, 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)

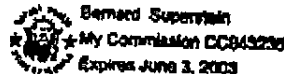
Alan K. Marcus, Esq.  
Alan K. Marcus, Esq.

5/2/01  
Date

STATE OF FLORIDA  
COUNTY OF MIAMI-DADE

Before me appeared Alan K. Marcus, Esq., personally known to me / produced his Florida Driver's License, no. \_\_\_\_\_ who executed the foregoing Acceptance of Registered Agent, and acknowledged to me that he executed the instruments for the purposes expressed.

Bernard Superstein  
Notary Public, State of Florida  
My commission expires:



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