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January 4, 2002

Secretary of State of Florida  
Department of State  
Corporations Division  
P.O. Box 6327  
Tallahassee, Fl. 32314

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CERTIFIED ARBITRATOR

MEDICAL CONSULTANTS  
EDWARD J. WARD, M.D.  
BOBBY K. BISBOON  
GINA M. GIOVANNI  
KEN O. DISHMAN  
DEBORAH RITSON, R.N., B.S.N.

LEGAL ASSISTANTS  
JOYCE K. NIESMAN, C.L.A.  
MICHELE CHAMBERS, J.D. (NY ONLY)

OFFICE MANAGER  
MARTIN E. BUTLER, JR., C.P.A.

Re: **Owen J. Rheingold, M.D., P.A.**  
Our File No. 899701

Dear Sir:

I am enclosing herein the original and one copy of the Articles of Incorporation of the above-captioned corporation. Also enclosed is our check in the amount of \$122.50 to cover the cost of incorporation, as follows:

Filing Fee	\$35.00
Registered Agent fee	\$35.00
Certified copy	\$52.50

Enclosed also is a Certificate Designating Place of Business for the service of process within the state, naming the Resident Agent upon whom process may be served.

Very truly yours,

  
TERRY SWARTZ

TS:sib  
Enclosures

cc: Owen J. Rheingold, M.D.  
w/enc.

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FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
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ARTICLES OF INCORPORATION

OF

OWEN J. RHEINGOLD, M.D., P.A.

FILED STATE  
SECRETARY OF FLORIDA  
TALLAHASSEE, FLORIDA  
02 JUN - 8 PM 1:57

The undersigned, being a natural person, competent to contract, and admitted to practice medicine under the laws of the State of Florida, hereby subscribes to and forms this professional service corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation is OWEN J. RHEINGOLD, M.D., P.A.

ARTICLE II

NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is to engage in the practice of medicine by physician(s) licensed to practice medicine in the State of Florida, which may include one or all of the following activities: to x-ray, examine, prescribe, treat or operate for any disease, pain, deformity, injury, or physical condition affecting a human person.

Corporation may also engage in the lease and/or purchase of real or personal property as may be necessary for the rendering of such services; to purchase the corporate assets of, merge or consolidate with any other domestic corporation or domestic professional service engaged in the same character of business; the creation of employee benefit plans and trusts incidental to the

nature of the business; or to do any business as may be lawfully done by professional service corporations under the laws of the State of Florida.

### ARTICLE III

#### SHARES OF STOCK

The authorized capital stock of this corporation shall be one hundred (100) shares of common voting stock at no par value. Every share of capital common stock shall be entitled to equal voting rights; i.e. one vote per share. The Board of Directors shall have the sole authority to determine the manner and method of declaring dividends on the issued stock.

All of said stock shall be payable in cash or property, other than stock or securities in lieu of cash, at a just valuation to be determined by the Board of Directors of this corporation.

### ARTICLE IV

#### INITIAL CAPITAL

The amount of capital with which this corporation shall begin business shall not be less than Five Hundred Dollars (\$500.00)

### ARTICLE V

#### TERM OF EXISTENCE

This corporation shall exist perpetually.

## ARTICLE VI

### ADDRESS

The initial post office address of the principal office of this corporation in the State of Florida is 5130 Linton Blvd., Suite C-1, Delray Beach, FL 33484,

The Board of Directors may from time to time, move the principal office to any other address within the State of Florida.

## ARTICLE VII

### DIRECTORS

This corporation shall initially have one (1) Director. This number may be increased from time to time as provided for in the by-laws of the corporation.

## ARTICLE VIII

### INITIAL DIRECTORS

The names and post office addresses of the initial Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE</u>
Owen J. Rheingold, M.D.	5130 Linton Blvd. Suite C-1, Delray Beach, FL 33484	President

## ARTICLE IX

### SUBSCRIBERS

The initial subscriber to these Articles of Incorporation is Owen J. Rheingold, M.D., 5130 Linton Boulevard, Suite C-1, Delray Beach, FL 33484. Each subscriber to these Articles of Incorporation agrees to subscribe to 25 shares of capital common stock.

## ARTICLE X

### AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed to them by the stockholders and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all directors and stockholders sign express written statements manifesting their intent that a certain amendment to these Articles of Incorporation can be made.

## ARTICLE XI

### LIMITATIONS ON CORPORATE STOCK

No individual, other than one duly licensed to practice medicine as a physician in the State of Florida, may own any corporate stock in this corporation, nor may any stockholder enter into any voting trust agreement or other type of agreement vesting another person or entity with the authority to exercise the voting power of any or all of his or her stock.

If any member, officer, shareholder, agent, or employee of the corporation, who has been rendering professional service to the public, becomes legally disqualified to render such professional services within the State of Florida, or accepts employment that, pursuant to existing law, places restrictions or limitations upon that person's continued rendering of such professional services, that person shall sever all employment with, and financial interests in this corporation forthwith.

Only the Corporation, a stockholder in the Corporation, or a person licensed to practice medicine in the State of Florida, may be the transferee of Corporation stock.

If stock is to be sold to a non-stockholder, that sale must be approved by consent of the Corporation's Board of Directors. The Corporation shall have the right to redeem its stock at book value, if a stockholder dies, is adjudicated incompetent, retires, becomes disabled, otherwise terminates his/her employment, or is disqualified to practice medicine in the State of Florida. If the Board of Directors of the Corporation, by majority vote, expressly resolves not to redeem its stock or fails to redeem said stock within sixty (60) calendar days of such stock becoming available for purchase, then only a current stockholder or a person qualified to practice medicine in the State of Florida may purchase the stock.

IN WITNESS WHEREOF, the undersigned, being the original subscriber to the capital stock hereinabove named, for the purpose of forming a corporation to do business in the State of Florida, under the laws of the State of Florida, does make and file these

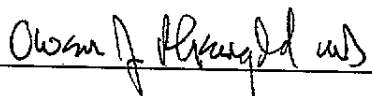
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act.

That Owen J. Rheingold, M.D., desiring to organize under the laws of the State of Florida, with its principal office at, 10491 Stonebridge Boulevard, Boca Raton, Florida 33498, has named Owen J. Rheingold, M.D., located at 10491 Stonebridge Boulevard, Boca Raton, Florida 33498, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

  
\_\_\_\_\_  
OWEN J. RHEINGOLD, M.D.  
Resident Agent

Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and does agree to take the number of shares as set forth above, and does hereby execute these Articles of Incorporation on this 20 day of December, 2001.

Owen J. Rheingold  
OWEN J. RHEINGOLD, M.D.

STATE OF FLORIDA



Laretta D Perry  
My Commission DD007561  
Expires October 17 2003

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 20 day of December, 2001 who is personally known to me.

(SEAL)

Laretta D. Perry

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
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