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FILED

02 FEB -4 PM 3:13

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
3-1-02

January 31, 2002

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

RE: Valcourt Frage, M.D., P.A.

To Whom It May Concern:

Enclosed please find an original and one copy of the Articles of Incorporation for the above-referenced corporation. Please file the original Articles and return a certified copy to our office.

Enclosed herewith please find a check in the amount of \$78.75.

Thank you for your cooperation.

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-02/04/02--01048--002
*****78.75 *****78.75

Very truly yours,

KINGSLEY & KINGSLEY

By David J. Kingsley
David J. Kingsley

DJK/la

Enclosures

CB2-8

ARTICLES OF INCORPORATION
OF
VALCOURT FRAGE, M.D., P.A.

EFFECTIVE DATE
3-1-02

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned desiring to form a corporation for the purposes hereinafter stated under and pursuant to Chapter 607 of the Florida Statutes, does hereby declare as follows:

ARTICLE I

NAME

The name of the corporation shall be Valcourt Frage, M.D., P.A.

ARTICLE II

BUSINESS AND POWERS

The nature of the business which may be transacted by this professional service corporation is to render medical advice and treatment, in accordance with the Professional Service Corporation Act of Florida, and may invest its funds in real estate, mortgages, stocks, bonds or other types of investments, and may own real or personal property necessary for the rendering of professional services. The corporation shall be permitted to purchase the corporate assets of, merge, or consolidate with any other domestic corporation engaged in rendering the same and specific professional services.

ARTICLE III

STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any time shall be 7,500 shares of common stock having a par value of \$1.00 per share. The capital stock may be paid for in property, labor or services at a just valuation, to be fixed by the incorporators or by the directors at a meeting called for such purpose or at the organization meeting. Property, labor or services may be purchased or paid for with the capital stock at a just valuation of said property, to be fixed by the directors of the company. Stock in other corporations or going businesses may be purchased by the corporation, in return for the issuance of its capital stock, and said purchase shall be on such basis and for such consideration

as the issuance of so much of the capital stock as the directors of the company may decide.

ARTICLE IV

MINIMUM CAPITAL

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

ARTICLE V

TERM OF EXISTENCE

This corporation shall have a perpetual existence unless sooner dissolved according to law.

ARTICLE VI

PRINCIPAL OFFICE

The principal office or place of business of the corporation shall be located at 126 N. Flagler Avenue, Pompano Beach, Florida, 33060.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of the Corporation shall be conducted by a Board of not less than one (1) and not more than three (3).

ARTICLE VIII

INITIAL DIRECTOR

The name and street address of the first Board of Directors, who, subject to the provisions of these Articles of Incorporation, shall hold office for the first year of the corporation's existence or until his successor is elected and shall have qualified, is the following:

<u>NAME</u>	<u>ADDRESS</u>
Valcourt Frage, M.D.	126 N. Flagler Avenue Pompano Beach, Florida 33060

ARTICLE IX

INITIAL OFFICERS

The names and street addresses of the first Officers, who, subject to the provisions of these Articles of Incorporation, shall hold office for the first year of the corporation's existence or until their successors are elected and shall have qualified, are the following:

<u>NAME</u>	<u>ADDRESS</u>
Valcourt Frage, M.D. President/ Secretary/ Treasurer	126 N. Flagler Avenue Pompano Beach, Florida 33060

ARTICLE X

SUBSCRIBERS

The name and street address of each person signing these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
Valcourt Frage, M.D.	126 N. Flagler Avenue Pompano Beach, Florida 33060

ARTICLE XI

LIMITATION ON CORPORATE STOCK

No one other than an individual who is duly licensed as a medical doctor under the laws of the State of Florida may own any corporate stock in this corporation; nor may any shareholder enter into a voting trust agreement or any other type of agreement vesting another person with the authority to exercise the voting power of any or all of his stock.

ARTICLE XII

MANAGEMENT

The corporation shall be managed by the Board of Directors which shall exercise all powers conferred under the laws of the State of Florida, including without limitation the power:

SECTION A: To hold meetings, to have one or more offices, and to keep the books of the corporation, except as otherwise expressly provided by law, at such places, whether within or without the State of Florida, as may from time to time be designated by the Board.

SECTION B: To make, alter, and repeal By-laws of the corporation, subject to the reserved power of the stockholders to make, alter and repeal By-laws.

SECTION C: To determine whether and to what extent and at what times and places and under what conditions and regulations the accounts and books of the corporation, or any of them, shall be open to inspection of the stockholders, and no stockholder shall have any right to inspect any account, record, book or documents of the corporation, except as conferred by the laws of the State of Florida or as authorized by the Board.

SECTION D: To declare and pay dividends upon the shares of capital stock of the corporation either out of net assets in excess of liabilities including capital or, out of net earnings, and to direct the use and disposition of such net assets in excess of liabilities including capital and of such net earnings, all in accordance with the provisions of the laws of the State of Florida.

SECTION E: To fix and determine from time to time an amount to be set apart out of any of the funds of the corporation available for dividends as reserve or reserves for working capital or any other proper purpose or to abolish any such reserve or reserves.

SECTION F: To make any lawful disposition of any paid-in or of capital surplus, or create any reserves out of the same, or charge to the same organization expenses or other similar expense properly chargeable to capital account.

SECTION G: To use or apply any funds of the corporation lawfully available therefore for the purchase or acquisition of shares of the capital stock or bonds or other securities of the corporation, in the market or otherwise, at such prices as may be fixed by the Board, and to such extent and in such manner and for such purposes and upon such terms as the Board may deem, expedient and as may be permitted by law.

SECTION H: From time to time in such manner and upon such terms and conditions as may be determined by the Board, to provide and carry out and recall, abolish, revise, alter, or change one or more plan or plans, for:

- (1) The issue or the purchase and sale of its capital stock or granting of operations

therefore to any or all of the employees, officers, or directors of the corporation, or any subsidiaries, and the payment of such stock on installments or at one time, with or without the right to vote thereof pending payment therefore in full, and for aiding any such persons on paying for such stock by contributions, compensation for services, or otherwise;

(2) The participation by any or all of the employees, officers or directors of the corporation, or of any subsidiaries in the profits of the corporation or of any branch, division, or subsidiary thereof, as part of the corporation's legitimate expenses; and

(3) The furnishings of any or all of the employees, officers or directors of the corporation, or of any subsidiaries, at the expense, wholly or in part, of the corporation, of insurance against accident, sickness or death, pensions during old age, disability or unemployment, or retirement benefits.

SECTION I: From time to time to authorize and issue obligations of the corporation, secured or unsecured, to include therein such covenants and restrictions and such provisions as to redeem ability, subordination, convertibility, or otherwise and with such maturities, as the Board in its sole discretion may determine, and to authorize the mortgaging of, granting a security interest in, or pledging of, as security therefore, any part or all of the property of the corporation, real or personal, including after acquired property.

ARTICLE XIII

TRANSACTIONS WITH RELATED PARTIES

No contract or other transaction between the corporation and other corporation in the absence of fraud, shall be effected or invalidated by the fact that any one or more of the Directors of the corporation is or are interested in, or is a Director or Officer of or are the directors or officers of such other corporation, and any director or directors, individually or jointly may be a party or parties to, or may be interested in any such contract or transaction of the corporation with any person or persons, firm or corporation in the absence of fraud, shall be effected or invalidated by the fact that any director or directors of the corporation is a party or are parties to

be interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the corporation for the benefit of himself or any firm, association, or corporation in which he may be otherwise interested. Any director of the corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company without regard to the fact that he is also a director of such subsidiary or controlled company.

ARTICLE XIV

CUMULATIVE VOTING

At all elections of Directors of the corporation, each common shareholder shall be entitled to as many votes as shall equal the number of votes which (except for this provision) he would be entitled to cast for the election of directors with respect to his shares, 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.

ARTICLE XV

PRE-EMPTIVE RIGHTS

No shareholder of the corporation shall have a pre-emptive right because of his shareholdings to have first offered to him any part of any of the presently authorized shares of the corporation hereafter issued, optioned or sold, or any part of any debenture, bonds, notes, or securities of the corporation convertible into shares hereafter issued, optioned, or sold by the corporation. This provision shall operate to defeat rights in all shares and classes of shares now authorized and in all debentures, bonds, notes, or securities of the corporation which may be convertible into shares, and also to defeat pre-emptive rights in any and all shares of classes of shares and securities convertible into shares which the corporation may be hereafter authorized to issue by any amended certificate duly filed. Thus, any and all shares of the corporation presently authorized, and any and all debentures, bonds, notes, or securities of the corporation which may

be hereafter authorized, may at any time be issued, optioned, and contracted for sale, sold and disposed of by the direction of the Board of Directors of the Corporation to such persons, and upon such terms and conditions as may to the Board of Directors seem proper and advisable, without first offering such shares or securities or any part thereof to existing shareholders, unless the shareholders agree, in writing, to the contrary.

ARTICLE XVI

INDEBTEDNESS

The highest amount of indebtedness or liability which this corporation may at any time subject itself to is unlimited.

ARTICLE XVII

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and agent of this corporation is Valcourt Frage, M.D., 126 N. Flagler Drive, Pompano Beach, Florida 33060.

ARTICLE XVIII

EFFECTIVE DATE

The effective date of this corporation shall be March 1, 2002.

IN WITNESS THEREOF, we have made, subscribed and acknowledged these Articles of Incorporation on this 31 day of January, 2002.


VALCOURT FRAGE, M.D.

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

On this day, before me, an officer duly authorized it authorized to administer oaths and take acknowledgements, in the County and State aforesaid, personally appeared, Valcourt Frage to me well known to be the incorporator described in and who executed the foregoing Articles of

Incorporation of Valcourt Frage, M.D., P.A., and who acknowledged that he executed the same as incorporator for the purposes therein expressed.



Lisa Aprea

NOTARY PUBLIC

My commission Expires:

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

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

FIRST --- Valcourt Frage, M.D., P.A. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Article of Incorporation, at the City of Pompano Beach, State of Florida, has named Valcourt Frage, M.D., located at 126 N. Flagler Drive, Pompano Beach, Florida, 33060, as its agent and to accept service of process within this State.

Having been named to accept service of process for the above stated corporation, at 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.

Valcourt Frage

VALCOURT FRAGE, M.D.