

THE LAW FIRM OF

P02000018534 **FRANK • WEINBERG • BLACK, P.L.**

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*Of Counsel

February 12, 2002

Via Federal Express
Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Marvin E. Greenberg, M.D., P.A.
File No.: 8199.000


700004927807--3
-02/14/02--01078--002
*****78.75 *****78.75

Dear Sir/Madam:

Enclosed for filing please find Articles of Incorporation of the above-referenced corporation, as well as a check in the amount of \$78.75 representing the filing fee. Please file the Articles of Incorporation and return a copy to me containing your "filed" stamp. A stamped, self-addressed envelope is enclosed for your convenience.

Should you have any questions in this regard, please do not hesitate to contact me. Thank you.

Very truly yours,


Steven C. Elkin
For the Firm

SCE/ajl
Enclosures
cc: Marvin E. Greenberg, M.D.

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 FEB 14 AM 10:09

**ARTICLES OF INCORPORATION
OF
MARVIN E. GREENBERG, M.D., P.A.**

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 FEB 14 AM 10:09

The undersigned natural person, acting hereby as Incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of Section 607, Florida Business Corporation Act, and Section 621, Florida Professional Service Corporation and Limited Liability Company Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

I.

Name of Corporation, Principal Office and Mailing Address

The name of this Corporation shall be MARVIN E. GREENBERG, M.D., P.A. The principal office and mailing address of this Corporation shall be 7421 N. University Drive, Suite 109, Tamarac, Florida 33321.

II.

Purposes

The general nature and purposes of business to be transacted, promoted and carried on by the Corporation are as follows:

- a. To engage in every aspect of an ophthalmology practice.
- b. To engage and render the professional ophthalmology services involved only through its officers, agents and employees who shall be licensed ophthalmologists in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.
- c. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.
- d. To engage in no other business other than the rendition of the professional services specified herein.
- e. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

III.
Capital Stock

- a. The maximum number of shares of stock that the Corporation is to have outstanding at any time shall be 10,000 shares of common stock at \$1.00 per share par value.
- b. The consideration to be paid for each shall be payable in lawful money or property, labor or services.
- c. Shares of the corporation's stock and certificates shall be issued only to ophthalmologists in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this Corporation.

IV.
Duration

The Corporation shall have perpetual existence.

V.
Registered Agent

The address of this Corporation's initial registered office is 7805 S.W. 6th Court, Plantation, Florida 33324; and the name of its initial registered agent at said address is Steven C. Elkin, Esq.

VI.
Incorporator

The name and address of the Incorporator is as follows:

Steven C. Elkin, Esq.
7805 S.W. 6th Street
Plantation, Florida 33324

VII.
Board of Directors

The Corporation shall have a Board of Directors consisting of at least one (1) person, but not less than one (1) person. The name and address of the initial Director of the Corporation is:

Marvin E. Greenberg, M.D.
7421 N. University Drive, Suite 109
Tamarac, Florida 33321

VIII.
Indemnification

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IX.
Bylaw Amendment.

The power to adopt, alter, amend or repeal the bylaws of this Corporation shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of Florida governing a Professional Service Corporation.

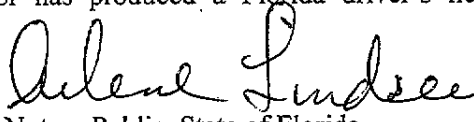
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in the State of Florida, this 11th day of February, 2002.

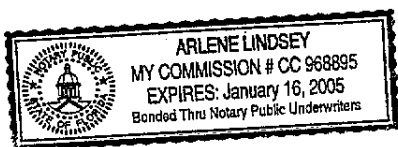

STEVEN C. ELKIN, INCORPORATOR

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 11th day of February, 2002, by Steven C. Elkin, who is personally known to me or has produced a Florida driver's license or _____ as identification.

My Commission Expires:


Notary Public, State of Florida



CERTIFICATE DESIGNATING RESIDENT AGENT
AND REGISTERED OFFICE

In accordance with Chapter 48.091, Florida Statutes, the following designation and acceptance is submitted in compliance thereof.

DESIGNATION

MARVIN E. GREENBERG, M.D., P.A., desiring to organize under the laws of the State of Florida, hereby designates Steven C. Elkin, Esq. as its registered agent and 7805 S.W. 8th Court, Plantation, Florida 33324 as its registered office.

ACCEPTANCE

Having been named as registered agent for the above named corporation, I hereby agree to act in such capacity for such corporation at its registered office.



Steven C. Elkin, Esq.
(Registered Agent)

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 FEB 14 AM 10:09