

PO2000037413

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

WALK IN

PICK UP 4/5/02

CS

2002 APR -5 PM 11:28  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

FILED

✓

CERTIFIED COPY

CUS

PHOTO COPY

FILING

✓ Profit

1) Michael A. Rogoff, M.D., P.A.  
(CORPORATE NAME & DOCUMENT #)

2) (CORPORATE NAME & DOCUMENT #)

3) (CORPORATE NAME & DOCUMENT #)

4) (CORPORATE NAME & DOCUMENT #)

5) (CORPORATE NAME & DOCUMENT #)

RECEIVED  
02 APR -5 AM 9:55  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

700005194647--6  
-04/05/02--01019--019  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SPECIAL INSTRUCTIONS

"When you need ACCESS to the world"  
CALL THE FILING AND RETRIEVAL AGENCY DEDICATED TO SERVING YOU!

1/5 4/5/02

EFFECTIVE DATE  
4/01/02  
Articles of Incorporation

FILED

2002 APR -5 PM 1:28

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

of

MICHAEL A. ROGOFF, M.D., P.A.

The undersigned Incorporator hereby forms a corporation under the laws of the State of Florida:

**ARTICLE I. CORPORATE NAME**

The name of this Corporation is:

MICHAEL A. ROGOFF, M.D., P.A.

**ARTICLE II. MAILING ADDRESS OF CORPORATION**

The mailing address of this Corporation is:

528 West 51<sup>st</sup> Street  
Miami Beach, Florida 33140

**ARTICLE III. CAPITAL STOCK**

The aggregate number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is One Thousand (1,000) shares of common stock having a par value of \$1.00 per share. The Board of Directors of this Corporation shall have the power to divide and issue the Common Stock into one or more series and to determine the limitation and relative rights of each such series, consistent with the laws of the State of Florida. Shares of one series may be issued as a share dividend in respect of shares of another series.

**ARTICLE IV. NATURE OF CORPORATE BUSINESS**

This Corporation, through its officers and employees, shall be authorized to engage in every aspect and phase of the practice of medicine within the State of Florida; to engage in any activities which will facilitate and promote the practice of medicine through its officers and employees; and to invest and reinvest its funds in real estate, mortgages, stocks, bonds and any other type of investments within the meaning of Section 8 of the Professional Service Corporation and Limited Liability Company Act; and to purchase and own real and personal property necessary for the rendering of professional services within the practice of medicine. This Corporation shall not be authorized to engage in any business other than the practice of medicine.

**ARTICLE V. COMMENCEMENT AND TERM OF EXISTENCE**

This Corporation shall commence its corporate existence on April 1, 2002. This Corporation shall have perpetual existence.

**ARTICLE VI. INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of this Corporation in the State of Florida and the Corporation's initial registered agent at that office shall be:

Michael A. Rogoff, M.D.  
528 West 51<sup>st</sup> Street  
Miami Beach, Florida 33140

**ARTICLE VII. BOARD OF DIRECTORS**

The number of directors may be increased or decreased from time to time as provided in the By-Laws, but shall never be less than one (1).

**ARTICLE VIII. INCORPORATOR**

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

Michael A. Rogoff, M.D.  
528 West 51<sup>st</sup> Street  
Miami Beach, Florida 33140

**ARTICLE IX. AMENDMENT**

These Articles of Incorporation may be amended in the manner prescribed by law, except that upon the issuance of shares, every amendment must be approved by the Board of Directors of the Corporation before it is submitted to the shareholders of the Corporation for their approval.

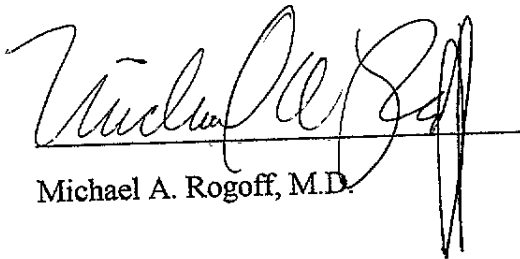
**ARTICLE X. INDEMNIFICATION**

Except as may otherwise be provided in the Bylaws of this Corporation, this Corporation shall indemnify its incorporators, officers and directors to the fullest extent permitted by law either now or hereafter in effect.

**ARTICLE XI. INCORPORATION OF PROVISIONS OF CORPORATION ACT**

This Corporation is intended to be a Professional Corporation within the meaning of the Professional Service Corporation and Limited Liability Company Act, and accordingly, the Corporation, its officers, directors and stockholders, shall be subject to all of the Sections of said Act concerning the formation of the Corporation, the conduct of its business, and the liabilities, rights, privileges and immunities of the Corporation, its officers, directors and stockholders, as stated in Chapter 621, Florida Statutes.

IN WITNESS WHEREOF, the undersigned, as the Incorporator, has executed the foregoing Articles of Incorporation as of April 1, 2002.

  
Michael A. Rogoff, M.D.

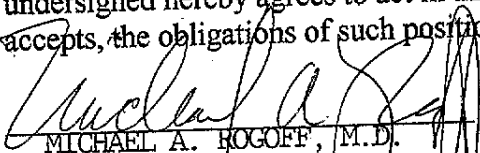
2002 APR -5 PM 1:28  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

FILED

**CERTIFICATE ACCEPTING DESIGNATION AS  
AN AGENT UPON WHOM SERVICE OF PROCESS WITHIN  
THIS STATE MAY BE SERVED**

The following is submitted pursuant to Sections 48.091 and 607.0501 of the Florida Statutes:

Having been appointed registered agent of MICHAEL A. ROGOFF, M.D., P.A., in its Articles of Incorporation, at the place designated in such Articles of Incorporation, the undersigned hereby agrees to act in this capacity and affirms that it is familiar with, and accepts, the obligations of such position.

  
MICHAEL A. ROGOFF, M.D.

Dated: April 1, 2002