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ORDER DATE : September 6, 2002

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CUSTOMER: Ms. Jennifer L. Torrence  
Perry & Kern, P.a.

50 S. E. 4th Avenue

Delray, FL 33483

DOMESTIC FILING

NAME: MARIANNE MARTIN, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Norma Hull - EXT. 1115

EXAMINER'S INITIALS:

Bm 9/6

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02 SEP -6 PM 12:56  
DIVISION OF CORPORATION

**ARTICLES OF INCORPORATION  
OF**

**MARIANNE MARTIN, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

**ARTICLE I - NAME**

The name of the corporation is MARIANNE MARTIN, INC.

**ARTICLE II - PRINCIPAL OFFICE/MAILING ADDRESS**

The principal office and mailing address of this corporation is:

250 S.E. 23<sup>rd</sup> Avenue  
Boynton Beach, FL 33435-7596

**ARTICLE III - CAPITAL STOCK**

The number of shares of stock that this corporation is authorized to issue is One Thousand (1000), which shares shall be common stock having a one dollar (\$1.00) par value.

**ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 50 S.E. 4th Street, Delray Beach, Florida 33483, and the name of the initial registered agent of this corporation at that address is Keith D. Kern, Esq.

**ARTICLE V - INCORPORATOR**

The name and address of the incorporator of this corporation is:

Jose F. Castaneda, M.D.  
250 S.E. 23<sup>rd</sup> Avenue  
Boynton Beach, FL 33435-7596

**ARTICLE VI - PURPOSE**

This corporation is organized for the purpose of engaging in the business of to render the practice of medicine to the public, which shall consist of the actual diagnosing, curing, or relieving in any degree, or professing or attempting to diagnose, treat, cure or relieve, any human disease, ailment, defect, or complaint, whether of physical or mental origin, by attendance or by advice, or by prescribing or furnishing any drug, medicine, appliance, manipulation or method, or by any therapeutic agent whatsoever and the doing of any and all other business incidental thereto, or connected therewith, and the doing and performing of any and all acts or things necessary or proper for or incidental to the furtherance of the purposes herein mentioned or in any other activity or business permitted under the laws of the United States and of the State of Florida.

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#### **ARTICLE VII - INITIAL BOARD OF DIRECTORS**

The names and addresses of the initial Board of Directors of this corporation, who shall serve until the first annual meeting of shareholders, or until their successors shall have been elected and qualified, are as follows:

Jose F. Castaneda, M.D.  
250 S.E. 23<sup>rd</sup> Avenue  
Boynton Beach, FL 33435-7596

Allan Dinnerstein, M.D.  
250 S.E. 23<sup>rd</sup> Avenue  
Boynton Beach, FL 33435-7596

#### **ARTICLE VIII- INITIAL OFFICERS**

The name and address of the initial Officers of this corporation, who shall serve until the first annual meeting of shareholders, or until their successors shall have been elected and qualified, are as follows:

Jose F. Castaneda  
250 S.E. 23<sup>rd</sup> Avenue  
Boynton Beach, FL 33435-7596

President, Treasurer

Allan Dinnerstein, M.D.  
250 S.E. 23<sup>rd</sup> Avenue  
Boynton Beach, FL 33435-7596

Vice President, Secretary

#### **ARTICLE IX - BYLAWS**

The power to adopt, alter, amend, or repeal bylaws shall be vested in the Board of Directors.

#### **ARTICLE X - POWERS**

This corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

#### **ARTICLE XI - INDEMNIFICATION**

This corporation may be empowered to indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

#### **ARTICLE XII - AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendments hereto, and any right conferred upon the shareholders is subject to this reservation.

#### **ARTICLE XIII - INFORMAL ACTION**

If all of the directors or shareholders severally or collectively consent in writing to any action taken or to be taken by this corporation, and the writings evidencing their consent are filed with the

Secretary of this corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors or Shareholders.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this the 5<sup>th</sup> day of SEPTEMBER, 2002.

Jose Castaneda  
JOSE F. CASTANEDA, M.D.

Having been named as registered agent for the above-named corporation, I hereby agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0505, Florida Statutes, this the 5<sup>th</sup> day of SEPTEMBER, 2002.

Keith D. Kern  
KEITH D. KERN, Registered Agent

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