

Sunstate Research
Requestor's Name

POB 000106096
Address

City/State/Zip

Phone #

EXPIRATION DATE
10-1-03

FILED
02 OCT -2 PM 12:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Minkoff Sportsopedic Associates,
(Corporation Name) (Document #)
2. P.A.
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☒ Walk in ☐ Pick up time _____ ☒ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED
02 OCT -2 AM 10:08

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*****78.75 *****78.75

Examiner's Initials

10/2

EFFECTIVE DATE
10-1-03

FILED
02 OCT -2 PM 12:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

MINKOFF SPORTSOPEDIC ASSOCIATES, P.A.

The undersigned hereby establishes the following for the purpose of becoming a Professional Service Corporation under the laws of the State of Florida, by and under the provisions of Chapter 621 of the Statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a Professional Corporation.

ARTICLE I

Name of Corporation

The name of this Corporation shall be MINKOFF SPORTSOPEDIC ASSOCIATES, P.A. (the "Corporation").

ARTICLE II

Mailing Address

The mailing address of the Corporation is attn. Dr. Jeffrey Minkoff, 2900 North Military Trail, Suite 241A, Boca Raton, Florida 33431.

ARTICLE III

Purpose

This Corporation is organized for the purpose of providing physician services through physicians practicing in orthopedic medicine and related disciplines, and for the following purposes:

(a) To have and to exercise all the powers now or hereafter conferred by the laws of the State of Florida upon corporations organized pursuant to the laws under

which the Corporation is organized and any and all acts amendatory thereof and supplement thereto.

- (b) For the purpose of transacting any or all lawful business.
- (c) To do any and everything pertinent to the above.

ARTICLE IV

Capital Stock

This Corporation is authorized to issue One Thousand (1,000) shares of One Dollar (\$1.00) par value common stock. Only persons or entities who are duly licensed or otherwise legally authorized to render physician services may be shareholders of the Corporation.

ARTICLE V

Corporate Duration

This Corporation shall have perpetual duration commencing on the date of execution of these Articles.

ARTICLE VI

Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is c/o Marshall J. Emas, Suite 2000, 200 E. Broward Boulevard, Fort Lauderdale, FL, 33301, and the name of the initial registered agent of this Corporation at that address is Marshall J. Emas.

ARTICLE VII

Board of Directors

This Corporation shall initially have one (1) director. The number of directors may either be increased or diminished from time to time as provided in the By-Laws but shall never be less than one (1). The name of the initial director of this Corporation is as follows:

Jeffrey Minkoff, M.D.

ARTICLE VIII

Officers

The affairs of this Corporation shall be managed by a President, Secretary, Treasurer, and such other additional officers as may be provided by the Bylaws, any combination of which titles may be united in one person. The officers shall serve as set forth in the Bylaws of the Corporation. The initial President and Treasurer shall be Jeffrey Minkoff, M.D and the initial Secretary shall be Edie Minkoff.

ARTICLE IX

By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors with a right of approval by the Shareholders.

ARTICLE X

Amendment of Articles

These Articles may be amended at any time by the Board of Directors, and upon the approval of the Shareholders.

ARTICLE XI

Indemnification

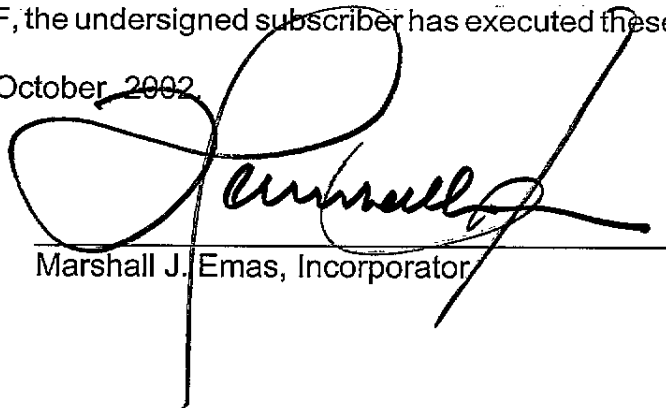
The Corporation shall indemnify any Officer or Director to the full extent permitted by law, or as otherwise provided in the By-Laws.

ARTICLE XII

Incorporator

The name and address of the person signing these Articles is as follows: Marshall J. Emas, Suite 2000, 200 E. Broward Boulevard, Fort Lauderdale, FL, 33301.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 1st day of October, 2002.



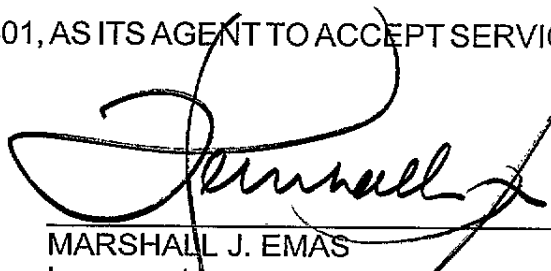
Marshall J. Emas, Incorporator

CERTIFICATE DESIGNATING PLACE OF BUSINESS
OF DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

FILED
02 OCT 12 PM 12:36
CLERK OF STATE
TALLAHASSEE, FLORIDA

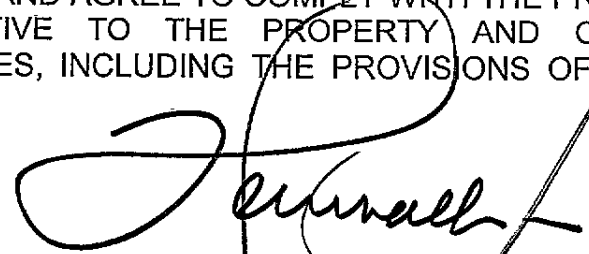
IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

THAT MINKOFF SPORTSOPEDIC ASSOCIATES, P.A., DESIRING TO
ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS
PRINCIPAL PLACE OF BUSINESS AT CITY OF BOCA RATON, STATE OF FLORIDA
HAS NAMED MARSHALL J. EMAS, SUITE 2000, 200 E. BROWARD BOULEVARD,
FORT LAUDERDALE, FL, 33301, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS
WITHIN FLORIDA.


MARSHALL J. EMAS
Incorporator

Date: October 1, 2003

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF
PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED
IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I
FURTHER AM FAMILIAR WITH AND AGREE TO COMPLY WITH THE PROVISIONS
OF ALL STATUTES RELATIVE TO THE PROPERTY AND COMPLETE
PERFORMANCE OF MY DUTIES, INCLUDING THE PROVISIONS OF SECTION
607.325, FLORIDA STATUTES.


MARSHALL J. EMAS, Registered Agent

Date: October 1, 2003

STATE OF FLORIDA

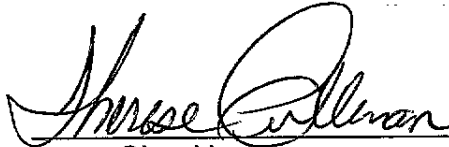
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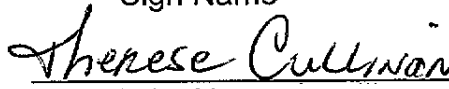
COUNTY OF BROWARD

)

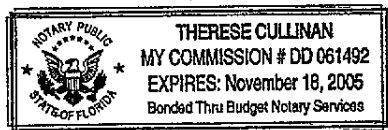
The foregoing instrument was acknowledged before me this 1st day of October, 2002, by Marshall J. Emas, as Incorporator, of Minkoff Sportsopedic Associates, P.A., a professional corporation, to me well known, and whom did not take an oath.



Sign Name



Print Name



Notary Public, State and County
aforesaid

(NOTARY SEAL)

My commission expires: