

MAY-15-2003 THU 02:24 PM EDWARDS & ANGELL

FAX NO. 561 833 7700

P. 01

Division of Corporations

Page 1 of 2

P03000053927

**Florida Department of State
Division of Corporations
Public Access System**

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H03000194686 9)))

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page.
Doing so will generate another cover sheet.**

To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : EDWARDS & ANGELL
Account Number : 075410001517
Phone : (561) 833-7700
Fax Number : (561) 655-8719

SECRET
TALLAHASSEE, FLORIDA

03 MAY 15 PM 4:00

FILED

FLORIDA PROFIT CORPORATION OR P.A.

PALM BEACH INSTITUTE MEDICAL SERVICES, P.A.

Certificate of Status	1
Certified Copy	1
Page Count	04
Estimated Charge	\$87.50

((H03000194686 9)))

FILED
03 MAY 15 PM 4:00
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
PALM BEACH INSTITUTE MEDICAL SERVICES, P.A.

The undersigned, acting 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, Professional Service Corporation Act (the "PSC Act"), of the Florida Statutes, does hereby adopt the following Articles of Incorporation for such Corporation:

1. Name. The name of the Corporation is PALM BEACH INSTITUTE MEDICAL SERVICES, P.A. (the "Corporation".)

2. Nature of Business. The general nature of the business to be transacted by the Corporation is:

(a) To engage in every phase and aspect of the business of rendering the same medical services to the public that a physician or doctor of medicine duly licensed under the laws of the State of Florida is authorized to render, provided such medical services shall be rendered only through officers, employees, and agents who are duly licensed or otherwise legally authorized under the laws of the State of Florida to render such services.

(b) To the extent permitted under the Professional Service Corporation Act and under the laws of other states, to engage in every phase and aspect of the business of rendering the same medical services to the public that a physician or doctor of medicine duly licensed under the laws of such other states is authorized to render, provided such medical services shall be rendered only through officers, employees, and agents who are duly licensed or otherwise legally authorized under the laws of such states to render such services.

(c) To render professional medical services in connection with the operations of the Palm Beach Institute, Inc., and to bill and collect payment for such services.

(d) To do everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the Corporation, and in general, either alone or in association with other corporations or individuals, to carry on any lawful activity necessary or incidental to the accomplishment of the purposes or the attainment of the objects or the furtherance of such purposes or objects of the Corporation.

The foregoing paragraphs shall be construed as enumerating both objects and purposes of the Corporation; and it is hereby expressly provided that the foregoing enumeration of specific

((H03000194686 9)))

((H03000194686 9)))

purposes shall not be held to limit or restrict in any manner the purposes of the Corporation otherwise permitted by law.

3. Capital Stock. The Corporation is authorized to issue 1,000 shares of common stock having a par value of \$0.01 per share. None of the shares of the Corporation may be issued to anyone other than an individual duly licensed to render medical services in the State of Florida.

4. Duration. The Corporation shall have perpetual existence.

5. Address. The initial principal place of business and mailing address of this Corporation shall be: 1017 North Olive Avenue, West Palm Beach, Florida 33401.

6. Registered Office and Agent. The street address of the initial registered office of this corporation is One North Clematis Street, Suite 400, West Palm Beach, Florida 33401, and the name of the initial registered agent of the Corporation at that address is Angell Corporate Services, Inc.

7. Directors. This Corporation shall have two directors initially. The names and addresses of the initial directors of this corporation are:

Harold Schwarz, M.D.
1017 North Olive Avenue
West Palm Beach, Florida 33401

Holly W. Pomcranz, M.D.
1017 North Olive Avenue
West Palm Beach, Florida 33401

8. Incorporator. The name and street address of the person signing the Articles of Incorporation:

Gregory E. Young
Edwards & Angell, LLP
One North Clematis Street, Suite 400
West Palm Beach, Florida 33401

9. Voting Trusts. No shareholder of the Corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his or her shares.

10. Restraint on Alienation of Shares. If any shareholder shall become legally disqualified to practice medicine in the State of Florida, or accepts employment that places restrictions or limitations upon his or her continuous rendering of such professional services, such shareholder's shares of stock shall immediately become subject to purchase in accordance

((H03000194686 9)))

((H03000194686 9)))

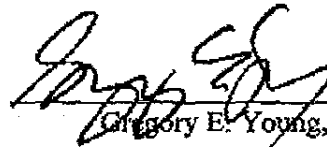
with the PSC Act and the then current form of Shareholders Agreement entered into by the shareholders, if any.

11. Corporate Powers. This corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act, except to the extent that any provision of such act is in conflict with the PSC Act, in which case such PSC Act shall prevail.

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

13. Bylaws. Bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any Bylaw adopted by the shareholders if the shareholders specifically provide such Bylaw is not subject to amendment or repeal by the directors.

14. Indemnification. This Corporation shall indemnify its officers, directors and shareholders and may indemnify its employees and agents, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, except to the extent that any provision of such act is in conflict with the Florida Professional Service Corporation Act, in which case such Florida Professional Services Corporation Act shall prevail, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. Such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs and personal representatives of such a person. An adjudication of liability shall not affect the right to indemnification for those indemnified.



Gregory E. Young, Incorporator

Dated: May 14, 2003

((H03000194686 9)))

((H03000194686 9)))

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

The following is submitted in accordance with the requirements of Chapter 48.091,
Florida Statutes:

PALM BEACH INSTITUTE MEDICAL SERVICES, P.A., desiring to organize under
the laws of the State of Florida with its registered office, as indicated in the Articles of
Incorporation, in the City of West Palm Beach, County of Palm Beach, State of Florida, has
named Angell Corporate Services, Inc., located at One North Clematis Street, Suite 400, West
Palm Beach, Florida 33401, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation at the
place designated in this Certificate, the undersigned hereby accepts to act in this capacity and
agrees to comply with the provisions of Chapter 48.091, F.S. relative to keeping open said office.

Accepted this 14th day of May, 2003

ANGELL CORPORATE SERVICES, INC.

By: 

Gregory E. Young

Its: Vice President

FILED
03 MAY 15 PM 4:00
SEVENTH JUDICIAL CIRCUIT
TALLAHASSEE, FLORIDA

((H03000194686 9)))