

OCT. 24. 2003 11:28AM
Division of Corporations

BECKER & POLIAKOF

NO.688

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Florida Department of State
Division of Corporations
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TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

OCTADYNE, P.A.

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| Certificate of Status | 0 |
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**ARTICLES OF INCORPORATION
OF
OCTADYNE, P.A.**

FILED
03 OCT 24 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned natural person, competent and licensed to practice medicine in the State of Florida, 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 Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

**ARTICLE I
CORPORATE NAME**

The name of this Corporation shall be:

OCTADYNE, P.A.

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is 5333 N. Dixie Highway, Suite 207, Fort Lauderdale, Florida 33334.

**ARTICLE III
NATURE OF CORPORATE BUSINESS AND POWERS**

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 in the practice of medicine.
- b. To engage and render the professional services involved only through its officers, agents and employees who shall be physicians 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 engage in no other business other than the rendition of the professional services specified herein.
- d. 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.

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Robert Burnett, Esq.
Becker & Poliakoff, P.A.
3111 Stirling Road
Fort Lauderdale, Florida 33312
Florida Bar No. 0117978

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ARTICLE IV
CAPITAL STOCK

The aggregate number of shares of all classes of capital stock that the Corporation is authorized to issue is One Thousand (1,000) shares of common stock, par value \$0.001 per share.

Shares of the Corporation's stock and certificates shall be issued only to physicians in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this Corporation.

ARTICLE V
TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VI
REGISTERED AGENT AND
INITIAL REGISTERED OFFICE IN FLORIDA

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be Steven M. Schrager, M.D. 5333 N. Dixie Highway, Suite 207, Fort Lauderdale, Florida 33334.

ARTICLE VII
BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially.

ARTICLE VIII
INITIAL DIRECTOR

The name and address of the initial Director of this Corporation is Steven M. Schrager, M.D., 5333 N. Dixie Highway, Suite 207, Fort Lauderdale, Florida 33334.

The person named as initial Director shall hold office for the first year of existence of this Corporation, or until her successor is elected or appointed and has qualified, whichever occurs first.

ARTICLE IX
INCORPORATOR

The name and address of the person signing these Articles of Incorporation as the Incorporator is Steven M. Schrager, M.D., 5333 N. Dixie Highway, Suite 207, Fort Lauderdale, Florida 33334.

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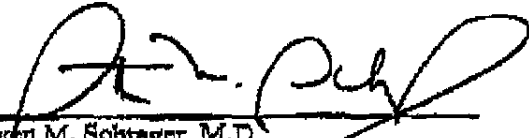
ARTICLE X
INDEMNIFICATION

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

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IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing
Articles of Incorporation on October 15, 2003.


Steven M. Schragar, M.D.

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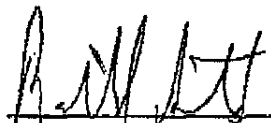
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**CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE OF PROCESS**

OCTADYNE, P.A., a corporation existing under the laws of the State of Florida with its principal office and mailing address at 5333 N. Dixie Highway, Suite 207, Fort Lauderdale, Florida 33334 has named Robert J. Burnett, Esq., 3111 Stirling Road, Fort Lauderdale, Florida 33312, as its agent to accept service of process within the State of Florida.

ACCEPTANCE:

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.


Robert J. Burnett, Esq.

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SECRETARY OF
TALLAHASSEE, FLORIDA

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