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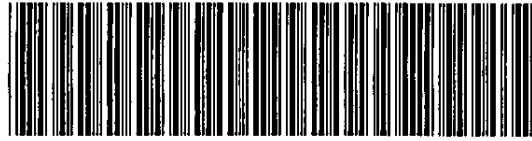
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1/22/07

# STUART B. KLEIN, P.A.

*Attorneys at Law*

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Palm Beach Gardens, Florida 33410

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Stuart B. Klein, Esq.  
Also Admitted in New York & Ohio  
E-mail: SBK@kleinslaw.com

January 17, 2007

Department of State  
Division of Corporations  
Corporate Filings  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301.

RE: Articles of Incorporation  
Of Susan M. Mata, M.D., P.A..

Gentlemen:

I am enclosing the original and copy of Articles of Incorporation for the above named professional association. I am also enclosing a check in the amount of \$78.50 to cover the following:

Filing Fee	\$35.00
Registered Agent	\$35.00
Certified copy	\$ 8.75

I would appreciate you filing the same. If you have any questions or comments, please give the undersigned a call.

Sincerely,



STUART B. KLEIN

SBK:lgt  
Encs,

**ARTICLES OF INCORPORATION**

**OF**

**SUSAN M. MATA, M.D., P.A.**

**FILED**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned Incorporator, who is duly licensed to practice medicine in the State of Florida, hereby presents these Articles of Incorporation for the formation of a professional corporation under the Florida Professional Service Corporation and the Florida General Corporation Act, Chapter 621 and Chapter 607 of the Florida Statutes, respectively:

**ARTICLE I**

The name of this corporation is Susan M. Mata, M.D., P.A. The principal office and mailing address is:

128 Santa Barbara Way  
Palm Beach Gardens, FL 33410

**ARTICLE II**

This corporation is organized for the purpose of rendering professional services through officers, employees, and agents who are duly licensed or otherwise legally authorized to practice medicine in the State of Florida. This corporation may do everything necessary and proper for the accomplishment of such purposes or the attaining of any of the objects or the furtherance of any 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, firms or individuals, to carry on any lawful pursuit 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, and to conduct those lawful activities that are authorized by Chapter 621, Florida Statutes, as from time to time amended, and to exercise those powers, rights and procedures set forth in Chapter 607, Florida Statutes, the Florida General Corporation Act, in a manner not inconsistent with Chapter 621, and for the purpose of transacting any or all lawful business.

The foregoing paragraph shall be construed as enumerating both objects and purposes of the corporation, and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of the corporation otherwise permitted by law.

### **ARTICLE III**

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 100 shares of common stock having a par value of \$1.00 per share.

No share of stock of this corporation shall be issued or transferred to any person who is not a medical physician, duly licensed to practice in the State of Florida. 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 her shares. Proxies may be given only to other shareholders.

The corporation and other shareholders have a first right of refusal upon the alienation of shares by a shareholder.

Any sale or purported sale or transfer of the shares of the corporation other than as herein provided shall be null and void.

### **ARTICLE IV**

The corporation shall have perpetual existence.

### **ARTICLE V**

The name and address of the Incorporator is:

Susan M. Mata  
128 Santa Barbara Way  
Palm Beach Gardens, FL 33410

### **ARTICLE VI**

The Registered Agent and the address of the initial Registered Office of this corporation in the State of Florida shall be:

Stuart B. Klein  
2801 PGA Blvd., Ste. 110  
Palm Beach Gardens, FL 33410

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

#### **ARTICLE VII**

There shall be an initial Board of Directors consisting of one (1) director. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the shareholders, but shall not be less than one (1). The name and street address of the person who is to serve as a member of the initial Board of Directors is:

Susan M. Mata  
128 Santa Barbara Way  
Palm Beach Gardens, FL 33410

#### **ARTICLE XIII**

Any action of the shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

If all of the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, the action shall be valid as though it had been authorized at a meeting of the Board of Directors.

#### **ARTICLE IX**

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

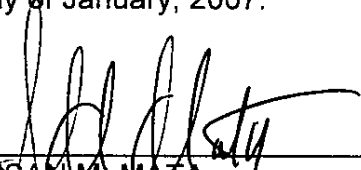
#### **ARTICLE X**

The shareholders of the corporation shall have the sole power to establish, enact, alter or repeal By-Laws for the management of the corporation, and the duties of the officers of the corporation shall be prescribed by such By-Laws. The By-Laws may require a vote or action by more than a majority of directors or by more than a majority of the shareholders in specific matters.

**ARTICLE XI**


The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, including its name, in the manner now or hereafter prescribed by law, and all rights conferred on officers and shareholders herein are granted subject to this reservation.

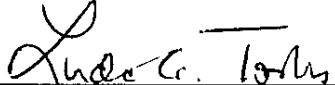
IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on the 17th day of January, 2007.

  
\_\_\_\_\_  
SUSAN M. MATA

STATE OF FLORIDA                    )  
  ) ss:  
COUNTY OF PALM BEACH         )

The foregoing instrument was acknowledged before me this 17<sup>th</sup> day of January, 2007 by Susan M. Mata as director of Susan M. Mata, M.D., P.A., on behalf of the corporation. She [ ] is personally known to me or [ ] provided Florida driver's license as identification and who [ ] did  did not take an oath.

(Seal)  **Linda G. Tonks**  
Commission #DD271267  
Expires: Dec 01, 2007  
Bonded Thru  
Atlantic Bonding Co., Inc.

  
\_\_\_\_\_  
Notary Public, State of Florida  
Print Name: \_\_\_\_\_

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

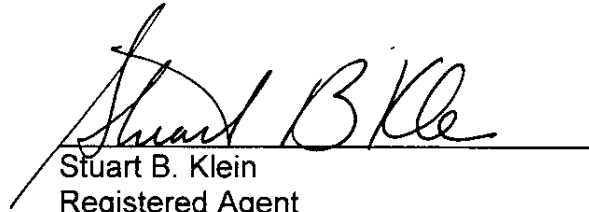
In compliance with Section 48.091, Florida Statutes, the following is submitted:

That **SUSAN M. MATA, M.D., P.A.**, desiring to organize under the laws of the State of Florida, with its principal office in the County of Palm Beach, State of Florida, has named Stuart B. Klein, of 2801 PGA Blvd, Ste. 110, Palm Beach Gardens, FL 33410, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above named corporation at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

Dated this 17<sup>TH</sup> day of January, 2007.



Stuart B. Klein  
Registered Agent  
2801 PGA Blvd., Ste. 110  
Palm Beach Gardens, FL 33410  
Telephone: (561) 478-1566  
Facsimile: (561) 478-9931

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