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To: Division of Corporations
Fax Number : (850) 617-6381

From: Account Name : JOHN L. TOMLINSON
Account Number : T19980000017
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FLORIDA PROFIT/NON PROFIT CORPORATION

Robert G. Werboff, M.D., P.A.

Certificate of Status	0
Certified Copy	0
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TALLAHASSEE, FLORIDA
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2008 JUN 17 PM 4:25

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(((H08000153765 3)))
Articles of Incorporation

ARTICLE I - NAME

The name of this corporation is Robert G. Werboff, M.D., P.A.

ARTICLE II - PRINCIPAL OFFICE

The mailing and street address of the initial principal office of this corporation is 2700 PGA Boulevard, Suite 101, Palm Beach Gardens, FL 33410

ARTICLE III - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE IV - PURPOSE

This corporation is organized to engage in every phase and aspect of the business of rendering the same professional services that a Doctor of Medicine duly licensed under the laws of State of Florida is authorized to render, but such professional services will be rendered only through officers, employees and agents of the corporation who are duly licensed under the laws of the State of Florida to practice medicine therein. To invest funds of the corporation in real estate, mortgages, stocks, bonds or other type of investment and to own real and personal property necessary for the rendering of such professional services. It is intended that this corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 607 and chapter 621, Florida Statutes, as the same may be from time to time amended.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock which shall be designated "Common Shares".

ARTICLE VI - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of the corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at a price at which it is offered to others.

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ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 500 NW 62nd Street, Ste 210, Fort Lauderdale, FL 33309 and the name of the initial registered agent of this corporation at this address is John L. Tomlinson.

ARTICLE VIII - SHAREHOLDERS

Shares of this corporation's capital stock will be issued only to individuals who are duly licensed to render services as a Doctor of Medicine under the Laws of the State of Florida. No shareholder of this corporation may sell or transfer his or her shares of stock therein except to another individual who is eligible to be a shareholder hereunder. No shareholder of this corporation will enter into a voting trust agreement or any other type of agreement vesting in another person authority to exercise voting power of any or all of his or her shares.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have 1 director constituting the initial Board of Directors. Each Director will be a Doctor of Medicine duly licensed to rendered services as such under the laws of the State of Florida. The number of Directors may be either increased or decreased from time to time as provided in the by-laws. The names and addresses of the of the initial Board of Directors of this corporation are

<u>Name</u>	<u>Address</u>
Robert G. Werboff, MD	2700 PGA Boulevard, Suite 101 Palm Beach Gardens, FL 33410

ARTICLE IX - INCORPORATORS

The name and address of each person signing these Articles is:

<u>Name</u>	<u>Address</u>
John L. Tomlinson	500 NW 62 nd Street, Ste 210 Fort Lauderdale, FL 33309

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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ARTICLE XI - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Each amendment shall be approved by a majority vote of the stockholders at a meeting called therefore.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 17 day of June, 2008


John L. Tomlinson

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**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 607.0501, FLORIDA STATUTES, THE FOLLOWING
IS SUBMITTED:

THAT **Robert G. Werboff, M.D., P.A.** DESIRING TO ORGANIZE OR QUALIFY
UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL PLACE OF
BUSINESS AT CITY OF PALM BEACH GARDENS, STATE OF FLORIDA, HAS NAMED
John L. Tomlinson 500 NW 62nd Street, Ste 210, Fort Lauderdale, FL 33309 AS
ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE


John L. TomlinsonTITLE IncorporatorDATE June 17, 2008

Having been named as registered agent and to accept service of process for the above
stated corporation at the place designated in this certificate, I hereby accept the
appointment as registered agent and agree to act in this capacity. I further agree to comply
with the provisions of all the statutes relating to the proper and complete performance of
my duties and I am familiar with and accept the obligations of my position as registered
agent

SIGNATURE


(Resident Agent)DATE June 17, 2008

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