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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**ARTHUR R. ROSENBERG, P.A.**

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**ARTICLES OF INCORPORATION  
OF  
ARTHUR R. ROSENBERG, P.A.**

The undersigned, desiring to form a Corporation for the purposes hereinafter stated, under pursuant to Chapter 621 of the Florida Statutes, do hereby declare as follows:

**I. NAME**

The name of the Corporation shall be **ARTHUR R. ROSENBERG, P.A.**

**II. BUSINESS AND POWERS**

The Corporation may engage in rendering of professional medical services and all such other activities as provided in Chapter 621 or Chapter 607, Florida Statutes, as applicable.

**III. STOCK**

The maximum number of shares of stock which this Corporation is authorized to have outstanding at any time shall be **FIVE HUNDRED (500)** shares of common stock having a par value of **\$1.00** per share. The capital stock may be paid for in property, labor or services at a just valuation, to be fixed by the incorporators or by the Directors at a meeting called for such purpose or at the organizational meeting. Property, labor or services may be purchased or paid for with the capital stock at a just valuation of said property, to be fixed by the Directors of the Company.

**IV. MINIMUM CAPITAL**

The amount of capital with which this Corporation will begin business shall not be less than **FIVE HUNDRED DOLLARS (\$500.00)**.

**V. TERM OF EXISTENCE**

This Corporation shall have a perpetual existence.

**VI. PRINCIPAL OFFICE**

The principal office or place of business of the Corporation shall be located at 6499 North Powerline Road, Fort Lauderdale, Florida 33309.

**VII. BOARD OF DIRECTORS**

The affairs of the Corporation shall be conducted by a Board of not less than one (1) and not more than four (4) or as may be modified in accordance with the terms and conditions of the By-Laws of the Corporation.

**VIII. INITIAL DIRECTORS**

The names and street addresses of the first Board of Directors, who, subject to the provisions of these Articles of Incorporation, shall hold office for the first year of the Corporation's existence or until their successors are elected and shall have qualified, are the following:

Prepared by:  
Arthur R. Rosenberg (FBN 325805)  
1499 West Palmetto Park Road, Suite 300  
Boca Raton, Florida 33486  
(561) 368-0888

<u>NAME</u>	<u>ADDRESS</u>
ARTHUR R. ROSENBERG	6499 North Powerline Road Fort Lauderdale, Florida 33309

**IX. INITIAL OFFICERS**

The names and street addresses of the first Officers, who, subject to the provisions of these Articles of Incorporation, shall hold office for the first year of the Corporation's existence or until their successors are elected and shall have qualified, are the following:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
ARTHUR R. ROSENBERG	President	6499 North Powerline Road Fort Lauderdale, Florida 33309

**X. INCORPORATORS**

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

<u>NAME</u>	<u>ADDRESS</u>
ARTHUR R. ROSENBERG	6499 North Powerline Road Fort Lauderdale, Florida 33309

**XI. ASSIGNMENT OF SUBSCRIPTION RIGHTS**

The original incorporators of the corporation shall have the right, upon its organization, to assign and deliver the subscriptions of stock to any other person, or to firms of corporation who may hereafter become subscribers to the capital stock of the Corporation who, upon acceptance of such assignment, shall stand in lieu of the original incorporators, and assume and carry out all the rights, liabilities and duties entailed by said subscriptions, subject to the laws of the State of Florida, and the execution of the necessary instruments of assignment.

**XII. MANAGEMENT**

The Corporation shall be managed by the Board of Directors, which shall exercise all powers conferred under the laws of the State of Florida.

**XIII. TRANSACTIONS WITH RELATED PARTIES**

No contract or other transaction between the Corporation and any other corporation in the absence of fraud, shall be effected or invalidated by the fact that any one or more of the Directors of the Corporation is or are interested in, or is a Director or Officer of or are the directors or officers of such other corporation, and any director or directors, individually or jointly may be a party or parties to, or may be interested in any such contract or transaction of the Corporation with any person or persons, firm or corporation in the absence of fraud, shall be effected or invalidated by the fact that any Director or Directors of the Corporation is a party or are parties to be interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation, and each and every person who may become a Director of the Corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the Corporation for the benefit of himself or any firm, association or corporation in which he may be otherwise interested. Any Director of the Corporation may vote upon any contract or other transaction between the Corporation and any subsidiary or controlled company without regard to the fact that he is also a director of

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such subsidiary or controlled company.

**XIV. INDEBTEDNESS**

The highest amount of indebtedness or liability to which this Corporation may at any time subject itself to is unlimited.

**XV. INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is 6499 North Powerline Road, Fort Lauderdale, Florida 33309, and the name of the initial registered agent of this Corporation at that address is **ARTHUR R. ROSENBERG**.

**XVI. EFFECTIVE DATE**

The effective date of this Corporation shall be the date as filed in the Secretary of State's Office in Tallahassee, Florida.

IN WITNESS WHEREOF, I have made, subscribed and acknowledged these Articles of Incorporation at Fort Lauderdale, Florida, this 20th day of October 2008.

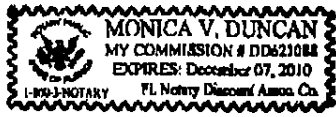
*Arthur R. Rosenberg*  
\_\_\_\_\_  
**ARTHUR R. ROSENBERG**

STATE OF FLORIDA )  
                                  )SS:  
COUNTY OF BROWARD )

*ON THIS DAY, before me, an officer duly authorized to administer oaths and take acknowledgments in the County and State aforesaid, personally appeared ARTHUR R. ROSENBERG, who is personally known to me or who produced his driver's license as identification, who took an oath and who executed the foregoing Articles of Incorporation, and he executed the same as such Incorporator for the purposes therein expressed.*

WITNESS my hand and official seal at Fort Lauderdale, Florida, on this 20th day of October 2008.

My Commission Expires: *Monica Duncan*  
\_\_\_\_\_  
NOTARY PUBLIC, State of Florida



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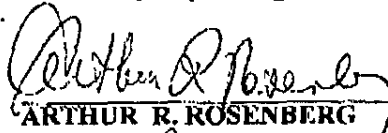
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That **ARTHUR R. ROSENBERG, P.A.**, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at 6499 North Powerline Road, Fort Lauderdale, Florida 33309, has named **ARTHUR R. ROSENBERG**, located at 6499 North Powerline Road, Fort Lauderdale, Florida 33309 as its agent to accept service of process within this State.

Having been named to accept service of process for the above-stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

  
\_\_\_\_\_  
**ARTHUR R. ROSENBERG**

DATED: 10/20/08

APPROVED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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