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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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12-5-08

HINSHAW

& CULBERTSON LLP

Steven W. Cutler, Esq.

Florida Board Certified Attorney
Wills, Trusts and Estates

Masters of Law (LL.M.) Taxation

Direct Line: (954) 375-1132
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December 10, 2008

VIA UPS OVERNIGHT

Florida Department of State
Divisions of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Attn: Valerie Herring, Regulatory Specialist II
New Filing Section

Re: SHERMAN M. PODOLSKY, M.D., P.A.
Your Reference No. W08000054123

Dear Ms. Herring:

In response to your letter Number 408A00059286 dated December 4, 2008 (copy attached), I am enclosing with this letter original signed Articles of Organization ("Articles") containing the specific business purpose of the corporation and the optional 1/1/2009 effective date regarding the above referenced corporation.

Please return one certified copy of the Articles to me in the enclosed self-addressed stamped envelope provided for your convenience.

Thank you for your cooperation and prompt attention. If you have any questions regarding the foregoing or otherwise, please contact me upon receipt of this letter.

With kindest regards,

HINSHAW & CULBERTSON LLP

By:


Steven W. Cutler, P.A.

SWC:cyr
Enclosures

ATTORNEYS AT LAW

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 4, 2008

STEVEN W. CUTLER, P.A.
ONE EAST BROWARD BLVD
BLVD 1010
FT. LAUDERDALE, FL 33301

SUBJECT: SHERMAN M. PODOLSKY, M.D., P.A.
Ref. Number: W08000054123

We have received your document for SHERMAN M. PODOLSKY, M.D., P.A. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The specific business purpose of the professional association must be stated in the document.

An effective date may be added to the Articles of Incorporation if a 2009 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6962.

Valerie Herring
Regulatory Specialist II
New Filing Section

Letter Number: 408A00059286

APPROVED
AND
FILED

08 DEC 11 PM 4:20

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

SHERMAN M. PODOLSKY, M.D., P.A.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE ONE - NAME

The name of the Corporation is SHERMAN M. PODOLSKY, M.D., P.A.

ARTICLE TWO - PRINCIPAL OFFICE

The principal place of business and mailing address for the Corporation is 7921 Wellwynd Way, Boca Raton, Florida 33496.

ARTICLE THREE - SHARES

The number of shares of stock that this Corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock having a par value of one dollar (\$1.00) per share.

ARTICLE FOUR – INCORPORATOR, DIRECTOR AND OFFICERS

The name and address of the incorporator, the initial member of the Board of Directors, and the initial officer is:

SHERMAN M. PODOLSKY, M.D.
President/Secretary/Treasurer/Director/Incorporator
7921 Wellwynd Way
Boca Raton, Florida 33496

ARTICLE FIVE – EFFECTIVE DATE

The effective date of these Articles is January 1, 2009.

ARTICLE SIX – BUSINESS PURPOSE AND POWERS

The specific business purpose for which the Corporation is organized is to render medical and medical consulting services. The Corporation may also engage in any lawful business or businesses and exercise and enjoy all the rights, powers and privileges incident to corporations for profit organized and existing by virtue of the laws and Constitution of the State of Florida.

ARTICLE SEVEN - TERM

The term of existence of this corporation is perpetual.

ARTICLE EIGHT - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent of the corporation is SHERMAN M. PODOLSKY, 7921 Wellwynd Way, Boca Raton, Florida 33496.

The undersigned incorporator for this corporation has executed these Articles of Incorporation on the 36 day of November, 2008.


SHERMAN M. PODOLSKY, Incorporator

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

In pursuance of Sections 607.0501 and 48.091, Florida Statutes, the following is submitted, in compliance with said Act: That SHERMAN M. PODOLSKY, M.D., P.A., desiring to organize under the laws of the State of Florida, has named SHERMAN M. PODOLSKY, 7921 Wellwynd Way, Boca Raton, Florida 33496, as its agent to accept service of process within this State.

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


SHERMAN M. PODOLSKY

(Registered Agent)

Dated: November 26, 2008

APPROVE
AND
FILED
08 DEC 11 PM 4:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA