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FLORIDA PROFIT/NON PROFIT CORPORATION  
PALM BEACH MEDICAL EDUCATION CORPORATION

Certificate of Status	1
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**ARTICLES OF INCORPORATION**  
**OF**  
**PALM BEACH MEDICAL EDUCATION CORPORATION**

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

**ARTICLE I**  
**NAME**

The name of the corporation shall be:

**PALM BEACH MEDICAL EDUCATION CORPORATION**

**PRINCIPAL OFFICE**

The mailing address of the initial principal office of this corporation is 4 Harvard Circle, Suite 800, West Palm Beach, FL 33409. The Board of Directors may, from time to time, change the street and post office address of the principal office of the corporation.

**ARTICLE III**  
**PURPOSE**

To engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV**  
**CAPITAL STOCK**

The aggregate number of shares of all classes of capital stock that the Corporation shall have authority to issue is 35,000,000 shares, consisting of:

Common Stock - The maximum number of shares of Common Stock that this Corporation is authorized to issue is 25,000,000 shares, no par value per share; and

Preferred Stock - The maximum number of shares of Preferred Stock that this Corporation is authorized to issue is

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10,000,000 shares, no par value per share. These shares shall have such rights, preferences and distinctions as the Board of Directors, in its sole discretion, may determine by Resolution(s) duly adopted.

Notwithstanding any other provision herein or in the By-Laws, the corporation and the relationships among its shareholders shall be governed in accordance with a Shareholder Agreement among the corporation and its shareholders pursuant to Section 607.0731, Florida Statutes, as amended. Any conflict between the provisions hereof and thereof shall be controlled by the provisions of the Shareholder Agreement.

#### **ARTICLE V**

##### **TERM OF EXISTENCE**

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

#### **ARTICLE VI**

##### **INITIAL REGISTERED AGENT AND ADDRESS**

The name of the initial registered agent of this corporation is Carlos Martini, M.D. The street address of the initial registered agent of this corporation is 4 Harvard Circle, Suite 800, West Palm Beach, FL 33409.

#### **ARTICLE VII**

##### **INITIAL BOARD OF DIRECTORS**

This corporation shall have seven (7) Directors initially. The number of Directors may be either increased or diminished from time to time in accordance with the By-Laws but shall never be fewer than one (1). The initial directors shall be as follows:

Pedro L. Martinez	Chairman of the Board
Carlos Martini, M.D.	President and CEO
Enrique Lavernia, M.D.	Vice Chairman
Milton Lavernia	Secretary
Harold Altschuler, M.D.	Director
Nidia Chediak, M.D.	Director
Martin Maleska	Director

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**ARTICLE VIII  
AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner provided by law. The approval of each class of shareholders shall be required for any amendment or repeal.

**ARTICLE IX  
INCORPORATOR**

The name and street address of the person signing these Articles is David J. Menkhaus, 1900 Glades Road, Suite 401, Boca Raton, FL 33431.


The undersigned has executed these Articles of Incorporation this 27th day of September, 2010.

  
David J. Menkhaus

STATE OF FLORIDA     )  
                              ) SS.  
COUNTY OF PALM BEACH)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared David J. Menkhaus, personally known to me to be the person who executed the foregoing Articles of Incorporation, and who did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed me official seal, in the State and County aforesaid on the 27th day of September, 2010.

  
Notary Public  
State of Florida at Large

My Commission Expires:



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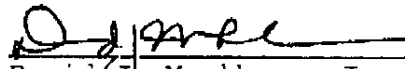
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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

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TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

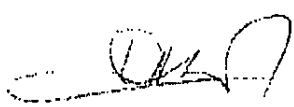
1. The name of the corporation is: **PALM BEACH MEDICAL EDUCATION CORPORATION**
2. The name and address of the registered agent and office is: Carlos Martini, M.D. 4 Harvard Circle, Suite 800, West Palm Beach, FL 33409.

  
\_\_\_\_\_  
David J. Menkhaus, Incorporator

Dated: September 27th, 2010.

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 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.

Dated: September 27th, 2010.

  
\_\_\_\_\_  
Carlos Martini, M.D.

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