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**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**JOEL FRANKEL, M.D., P.A.**

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**ARTICLES OF INCORPORATION  
OF  
JOEL FRANKEL, M.D., P.A.**

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AT LANDAUER, FLORIDA

The undersigned Incorporator to these Articles of Incorporation hereby forms a Professional Service Corporation (the "Corporation") under the laws of the State of Florida as follows:

**ARTICLE I**

**Name, Principal Place of Business, and Mailing Address**

The name of the Corporation is Joel Frankel, M.D., P.A. The principal business address and mailing address are 2951 NW 49<sup>th</sup> Avenue, Suite 202, Fort Lauderdale, Florida 33313.

**ARTICLE II**

**Term of Existence**

The date when corporate existence shall commence shall be the date of the filing of these Articles of Incorporation by the office of the Florida Department of State and the Corporation shall have perpetual existence thereafter.

**ARTICLE III**

**Purpose**

The Corporation is organized and shall be operated for the sole and specific purpose of rendering professional medical services.

**ARTICLE IV**

**Authorized Shares**

The maximum number of shares that the Corporation is authorized to issue is Ten Thousand (10,000) shares of common stock, par value \$0.01 per share. None of the shares of the Corporation may be issued to anyone other than other professional corporations, professional limited liability companies, or individuals who are duly licensed or otherwise legally authorized to practice medicine in the State of Florida.

**ARTICLE V**

**Initial Registered Office and Agent**

The street address of the initial registered office of the Corporation is 100 S. Ashley Drive, Suite 400, Tampa, Florida 33602, and the name of its initial registered agent at that address is CF Registered Agent, Inc., a Florida Corporation, who upon accepting this designation agrees to comply with the provisions of Chapters 48 and 607, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process.

**ARTICLE VI****Directors**

The Corporation shall have one director initially. The number of directors may be increased or decreased from time to time and their election and appointment shall be as specified in the bylaws of the Corporation, provided that the Corporation shall always have at least one director and no more than nine. The name and address of the initial director of the Corporation who shall serve until his successor is duly elected and qualified is:

**Name****Address**

Joel Frankel

2951 NW 49<sup>th</sup> Avenue  
Suite 202  
Fort Lauderdale, Florida 33313**ARTICLE VII****Incorporator**

The name and street address of the person signing these Articles of Incorporation is Brian A. Hart, 100 SE Second Street, Suite 4200, Miami, Florida 33131.

**ARTICLE VIII****Bylaws**

The power to adopt, alter, amend, or repeal bylaws shall be vested in the Board of Directors of the Corporation.

**ARTICLE IX****Amendment**

These articles of incorporation may be amended in the manner provided by law.

**ARTICLE X****Indemnification**

To the extent permitted by law, the Corporation shall indemnify any person who was or is a party to any proceeding by reason of the fact that he or she is or was a director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise against liability incurred in connection with such proceeding, including any appeal thereof, if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The

Corporation shall reimburse each person for all costs and expenses, including attorneys' fees, reasonably incurred by him or her in connection with any such liability in the manner provided for by law or in accordance with the Corporation's Bylaws.

The rights accruing to any person under the foregoing provision shall not exclude any other right to which he or she may be lawfully entitled, nor shall anything therein contain or restrict the right of the Corporation to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

**IN WITNESS WHEREOF**, the undersigned incorporator has executed these articles of incorporation this 8<sup>th</sup> day of February, 2018.

A handwritten signature in black ink, appearing to read "B. A. Hart", written over a horizontal line.

Brian A. Hart, Incorporator

**ACCEPTANCE BY REGISTERED AGENT**

Having been named as registered agent and to accept service of process for the Corporation, at the place designated as the registered office, the undersigned hereby accepts the appointment as registered agent and agrees to act in that capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the duties and obligations of the undersigned's position as registered agent.

Dated this 8<sup>th</sup> day of February, 2018.

**Registered Agent:**

**CF Registered Agent, Inc., a Florida  
corporation**

By: Brian A. Hart  
Brian A. Hart, Authorized Agent