

PG5000000634

EFFECTIVE DATE

\*\* QUOTATION \*\*

JAN 1 1995

INVOICE #

FLEISC

1/04/95

CUSTOMER #

MILL11

CAPITAL CONNECTION, INC.  
P.O. BOX 10349

TALLAHASSEE, FL 32302

904-224-8870

CLIENT REF # JW14

CLIENT REP: JULIA WATSON

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DOCUMENT FILING, W/CC, AM RUSH, SHIPPING/HANDLING  
ART WITH CERT COPY FOR:  
JAMES E. FLEISCHMAN, M.D., A PROFESSIONAL ASSOCIATION

RECEIVED  
95 JAN -4 PM 1:12  
FILED  
95 JAN -4 AM 11:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
DIVISION OF CORPORATION

**ARTICLES OF INCORPORATION  
(Professional Service Corporation)  
OF**

**James A. Fleischman, M.D., A Professional Association**

FILED

95 JAN -4 PM 1:12

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, being duly licensed to practice medicine in the State of Florida, desiring to form a Professional Corporation in accordance with the Florida General Corporation Act, Chapter 607, of the Florida Statutes and the Florida Professional Service Corporation Act, Chapter 621 of the Florida Statutes, adopts the following Articles of Incorporation:

**EFFECTIVE DATE**

**ARTICLE I - NAME**

JAN 1 1995

The name of this corporation is James A. Fleischman, M.D., P.A.

**ARTICLE II - EFFECTIVE DATE AND DURATION**

The effective date of this corporation shall be January 1, 1995 and the duration of this corporation is perpetual.

**ARTICLE III - PURPOSE**

The purpose of this corporation is to engage in the practice of medicine, and any other activity or business permitted under the laws of the United States and Florida.

**ARTICLE IV - STOCK**

The aggregate number of shares which this corporation shall have authority to issue is 1,000 shares of Common Stock at One Dollar (\$1.00) par value per share.

**ARTICLE V - CAPITAL**

The sum of the value of all shares of Capital Stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

**ARTICLE VI - AMENDMENT**

These Articles of Incorporation may be amended, altered, changed, or repealed by the affirmative vote of a majority of the

stock issued and outstanding,' at a shareholders meeting called for that purpose.

#### **ARTICLE VII - INITIAL OFFICE AND AGENT**

The street address of this corporation's initial registered office in Florida is 222 U.S Highway One, Suite 202, Tequesta, Florida 33469 and the name of its initial registered agent at that address is Philip H. Forbes, Esquire.

#### **ARTICLE VIII - DIRECTORS**

The number of directors constituting the initial Board of Directors of this corporation is one. The name and address of person who is to serve as a director until the first annual meeting of shareholders, or until his successor is elected and qualified are:

<u>Name</u>	<u>Address</u>
James A. Fleischman, M.D.	1441 East Ocean Blvd. Stuart, FL 34996

#### **ARTICLE IX - INCORPORATOR**

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
James A. Fleischman, M.D.	1441 East Ocean Blvd. Stuart, FL 34996

#### **ARTICLE X - COMMON DIRECTORS**

#### **TRANSACTIONS BETWEEN CORPORATIONS**

No contract or other transaction between this corporation and one or more of its directors or any other corporation, firm, association, or entity in which one or more of its directors are directors or officers or are financially interested, shall either be void or voidable because of such relationship or interest, or because such director or directors are present at the meeting of the Board of Directors, or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or because his or their votes are counted for such purpose if: (a) the fact of

such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by vote or consent sufficient for the purpose without counting the votes or consents of such interested director; or (b) the fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or (c) the contract is fair and reasonable to the corporation.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes, approves, or ratifies such contract or transactions.


#### **ARTICLE XI - BYLAWS**

The Bylaws of the corporation shall be initially adopted by the Board of Directors, and may be changed or repealed by the affirmative vote of a majority of the Board of Directors or by the affirmative vote of a majority of shareholders at any meeting thereof.

#### **ARTICLE XII - PRINCIPAL OFFICE**

The address of the Principal Office and Mailing Address is 1441 East Ocean Blvd., Stuart, FL 34996.

IN WITNESS THEREOF, the undersigned has executed these Articles of Incorporation, this 31st day of December, 1994.

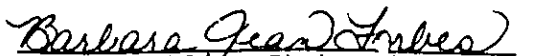
  
James A. Fleischman, M.D.  
Incorporator

STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 31st day of December, 1994, by James A. Fleischman, M.D. who is personally known to me ~~or who~~ produced \_\_\_\_\_ as identification and who did not take an oath.



BARBARA JEAN FORBES  
My Commission CC365811  
Expires Jun. 21, 1998  
Bonded by HAI  
800-422-1865

  
Notary Public, State of Florida  
My commission expires: 6/21/98

**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 the Florida Statutes, the following is submitted:

James A. Fleischman, P.A., desiring to organize under the laws of the State of Florida, with its principal place of business as indicated in the foregoing Articles of Incorporation, State of Florida, has named Philip H. Forbes, Esquire, located at 222 U.S. Highway One, Suite 202, Tequesta, Florida 33469, as its agent to accept service of process within Florida, and as its Statutory Registered Agent.

**ACKNOWLEDGEMENT AND ACCEPTANCE**

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

*Philip H. Forbes*

Philip H. Forbes, Esquire  
Registered Agent

STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 31st day of December, 1994, by Philip H. Forbes who is personally known to me or who produced \_\_\_\_\_ as identification and who did not take an oath.

*Laura E. Hemphill*

Notary Public, State of Florida  
My commission expires:

