

P95000004661

Lazan, Trute & Robbins

A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

ATTORNEYS AND COUNSELLORS AT LAW

SUITE 202 • 1090 KANE CONCOURSE

Bay Harbor Islands, Florida 33154

DAVID MICHAEL LAZAN  
MELVYN TRUTE  
MARJORIE F. ROBBINS

POST OFFICE BOX 6250  
Surfside, Florida 33154

DADE (305) 865-6736  
BROWARD (305) 763-8499  
TELECOPIER (305) 865-6798

January 12, 1995

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

RECEIVED STATE CORP  
JAN 13 1995  
12:12 PM  
122.50

RE: Comprehensive Melanoma Treatment  
Center, Inc. Articles of Incorporation

Dear Sir:

Enclosed for filing are two executed copies of Articles of Incorporation for the above-referenced proposed Florida corporation, together with our check in the amount of \$122.50 to cover the filing fee, Registered Agent's fee, copy of Articles of Incorporation fee and Certificate Under Seal.

Please return one certified copy of the Articles of Incorporation to this office.

Thank you for your attention to this matter.

Very truly yours,

MARJORIE F. ROBBINS

MFR/hh  
Enclosures

CC: Leslie B. Rosen, M.D.

ARTICLES OF INCORPORATION  
OF  
COMPREHENSIVE MELANOMA TREATMENT CENTER, INC.

We, the undersigned, for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liabilities, rights, privileges, and immunities of corporations for profit, file these Articles of Incorporation.

ARTICLE I  
NAME

The name of the corporation is COMPREHENSIVE MELANOMA TREATMENT CENTER, INC.

ARTICLE II  
PURPOSE

The general nature of the business or businesses to be transacted is as follows:

Section 1.: To own, operate, run, manage and supervise a treatment center for the comprehensive treatment of the disease of malignant Melanoma.

Section 2.: To refer patients suffering from malignant Melanoma to physicians for the comprehensive treatment of said disease.

Section 3.: To contract with physicians, hospitals, ambulatory centers, out-patient clinics, and other health care providers of all kinds, nature and description, for the treatment and care of persons suffering from malignant Melanoma.

Section 4.: To engage in any activities or business permitted under the Laws of the United States and the State of Florida.

Section 5.: To do everything necessary, proper, advisable, or convenient for the accomplishment of said purposes and to do all other things incidental to them or connected with them.

ARTICLE III  
CAPITAL STOCK

The maximum number of shares of stock this corporation is authorized to have outstanding at any time shall be 2,000 shares of common stock, One Dollar (\$1.00) par value, unless duly changed in accordance with the laws of the State of Florida. It is the intention of this corporation that the stock issued qualify as "Section 1244 Stock," as such term is defined in the Internal Revenue Code and Regulations issued thereunder.

ARTICLE IV  
PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V  
PRINCIPAL OFFICE,  
INITIAL REGISTERED OFFICE AND AGENT

The street address of the principal office and the mailing address of the corporation, which is also the initial registered office of this corporation in the State of Florida, shall be the Concorde Center, 2999 N.E. 191st Street, Suite 250, North Miami Beach, Florida 33180, and the name of the initial Registered Agent of this corporation at that address is Martin B. Grossman, M.D. The corporation may have such other places of business both within and without the State of Florida and in foreign countries as may be necessary and convenient.

ARTICLE VI  
DURATION

This corporation shall exist perpetually.

ARTICLE VII  
INITIAL BOARD OF DIRECTORS

This corporation shall have four (4) directors initially. The number of directors may be increased or diminished from time to time by the By-Laws, but shall never be less than two (2). The names and addresses of the initial directors of this corporation are:

| <u>Name</u>               | <u>Address</u>   |
|---------------------------|--|
| Leslie B. Rosen, M.D.     | 4701 Meridian<br>Miami Beach, Florida 33140                        |
| Simon Rozen, M.D.         | 945 Arthur Godfrey Road<br>Suite 201<br>Miami Beach, Florida 33140 |
| Martin B. Grossman, M.D.  | 4701 Meridian<br>Miami Beach, Florida 33140                        |
| Lawrence B. Robbins, M.D. | 820 Arthur Godfrey Road<br>Miami Beach, Florida 33140              |

**ARTICLE VIII**  
**SUBSCRIBER**

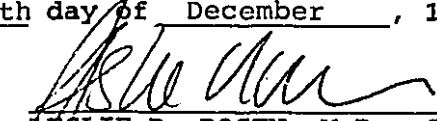
The names and street addresses of the Subscribers to the Article of Incorporation are as follows:


| <u>Name</u>               | <u>Address</u>   |
|---------------------------|--|
| Leslie B. Rosen, M.D.     | 4701 Meridian<br>Miami Beach, Florida 33140                        |
| Simon Rozen, M.D.         | 945 Arthur Godfrey Road<br>Suite 201<br>Miami Beach, Florida 33140 |
| Martin B. Grossman, M.D.  | 4701 Meridian<br>Miami Beach, Florida 33140                        |
| Lawrence B. Robbins, M.D. | 820 Arthur Godfrey Road<br>Miami Beach, Florida 33140              |

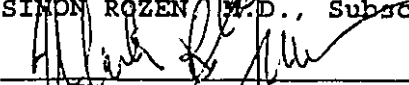
**ARTICLE IX**  
**AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any Amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, we the undersigned, being the Subscribing Incorporators, have hereunto set our hands and seals for the purpose of forming this corporation under the Laws of the State of Florida, this 29th day of December, 1994.

  
\_\_\_\_\_(SEAL)  
LESLIE B. ROSEN, M.D., Subscriber

  
\_\_\_\_\_(SEAL)  
SIMON ROZEN, M.D., Subscriber

  
\_\_\_\_\_(SEAL)  
MARTIN B. GROSSMAN, M.D., Subscriber

  
\_\_\_\_\_(SEAL)  
LAWRENCE B. ROBBINS, M.D., Subscriber

STATE OF FLORIDA  
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 29th  
day of December, 1994, by LESLIE B. ROSEN, M.D., as Subscriber, who  
is personally known to me or who has produced his \_\_\_\_\_  
as identification, and who did take an oath.



NOREEN S GILMAN  
My Commission CC383940  
Expires Jun. 18, 1998  
Bonded by HAI  
800-422-1555

NOTARY PUBLIC  
STATE OF FLORIDA AT LARGE

Sign: Noreen S Gilman  
Print: NOREEN S GILMAN

My Commission Expires:

STATE OF FLORIDA  
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 29th  
day of December, 1994, by SIMON ROZEN, M.D., as Subscriber, who is  
personally known to me or who has produced his \_\_\_\_\_  
as identification, and who did take an oath.



NOREEN S GILMAN  
My Commission CC383940  
Expires Jun. 18, 1998  
Bonded by HAI  
800-422-1555

NOTARY PUBLIC  
STATE OF FLORIDA AT LARGE

Sign: Noreen S Gilman  
Print: NOREEN S GILMAN

My Commission Expires:

STATE OF FLORIDA  
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 29th  
day of December, 1994, by MARTIN B. GROSSMAN, M.D., as Subscriber,  
who is personally known to me or who has produced his \_\_\_\_\_  
as identification, and who did take an oath.



NOREEN S GILMAN  
My Commission CC383940  
Expires Jun. 10, 1998  
Bonded by HAJ  
800-422-1555

NOTARY PUBLIC  
STATE OF FLORIDA AT LARGE

Sign: Noreen S Gilman  
Print: NOREEN S GILMAN

My Commission Expires:

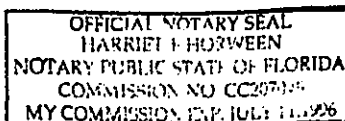
STATE OF FLORIDA  
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 29th  
day of December, 1994, by LAWRENCE B. ROBBINS, M.D., as Subscriber,  
who is personally known to me or who has produced his \_\_\_\_\_  
as identification, and who did take an oath.

NOTARY PUBLIC  
STATE OF FLORIDA AT LARGE

Sign: Harriet F. Horween  
Print: HARRIET F. HORWEEN

My Commission Expires:



CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Sections 607.0501 or 617.0501, 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: COMPREHENSIVE MELANOMA TREATMENT CENTER, INC.
2. The name and address of the Registered Agent and office is:

MARTIN B. GROSSMAN, M.D.  
(NAME)

Concorde Center, 2999 N.E. 191st Street, Suite 250  
(P.O. BOX NOT ACCEPTABLE)

North Miami Beach, Florida 33180  
(CITY/STATE/ZIP)

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.

  
\_\_\_\_\_  
SIGNATURE  
MARTIN B. GROSSMAN, M.D.

December 29, 1994  
\_\_\_\_\_  
DATE