

2/23/95
95000016012

PETER GRUBER
Requestor's Name
9100 S. Dadeland Blvd. #910
Address
Miami FL 33156
City State ZIP Phone
670-1010B

AVAILABILITY ONLY

000001415800
-02/27/95--01002--021
****122.50 ****122.50

CORPORATION(S) NAME EFFECTIVE DATE
02-23-95

Joseph Goldberg, M.D., P.A.

FILED
95 FEB 27 PM 12:24
SECRETARY OF STATE
TALLAHASSEE, FL



Empire Toll Free: 1-800-432-3028

- | | | |
|--|--|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> After 4:30 |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> Mail Out |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |

RECEIVED
95 FEB 27 AM 9:31
DIVISION OF CORPORATIONS

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

CERTIFIED COPY

H. SIMS FEB 27 1995

ARTICLES OF INCORPORATION
of
JOSEPH GOLDBERG, M.D., P.A.
A PROFESSIONAL CORPORATION

FILED
95 FEB 27 PM 12:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I

Name

The name of the corporation shall be:

JOSEPH GOLDBERG, M.D., P.A.

The principal place of business of this corporation shall be:

11416 S.W. 110th Lane
Miami, Florida 33176

ARTICLE II

Duration

This corporation shall exist in perpetuity.

ARTICLE III

Purpose

The purpose for which this corporation is organized shall be to engage in the practice of medicine within the State of Florida, and to take all actions that are necessary or proper in connection with that practice.

ARTICLE IV

Professional Services

EFFECTIVE DATE
02-23-95

The professional services of the corporation shall be rendered only through officers, employees, and agents who are duly licensed or otherwise legally authorized to practice medicine within the State of Florida. Professional services shall be rendered in each case by the officer, employee or agent designated solely by this corporation, acting through its duly elected officers. This provision shall not be applicable to the extent it is in conflict with the law or professional rules of medical practice.

ARTICLE V

Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Hundred (100) shares of common stock, having a par value of One (\$1.00) Dollar per share which shall be designated as common shares.

ARTICLE VI

Right of Shares of Capital Stock

The entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares, each share having one (1) vote.

Nothing in these Articles shall be construed to allow for cumulative voting of said shares.

ARTICLE VII

Initial Registered Office and Agent

The street address of the initial registered office of the corporation shall be 9100 South Dadeland Boulevard, Suite 910, Miami, Florida 33156, and the name of the initial Registered Agent of the corporation at that address is Peter G. Gruber, P.A..

ARTICLE VIII

Indemnification

The corporation shall indemnify all directors, officers, employees or agents who are

parties to any proceeding (other than an action by, or in the right of, the corporation) by reason of the fact that they are or were a director, officer, employee or agent of the corporation to the full extent permitted by Florida Statute §607.0850.

ARTICLE IX

Initial Board of Directors

This corporation shall have one (1) director, initially. The number of directors may either be increased or decreased, from time to time, by the By-laws, adopted by the corporation. The name and street address of the initial member of the Board of Directors is:

Joseph Goldberg, M.D.
11416 S.W. 110th Lane
Miami, Florida 33176

ARTICLE X

Amendments

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

ARTICLE XI

By-laws

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors.

ARTICLE XII

Officers

The names and addressees of the initial officers of the corporation who shall hold office for the first year of the corporation or until their successors are elected or appointed are:

President/Secretary: Joseph Goldberg, M.D.
11416 S.W. 110th Lane
Miami, Florida 33176

ARTICLE XIII

Incorporator

The name and street address of the incorporator to these Articles of Incorporation is:

Joseph Goldberg, M.D.
11416 S.W. 110th Lane
Miami, Florida 33176

ARTICLE XIV

Special Provision

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE XV

Effective Date

The existence of the corporation shall begin on the date of execution of these Articles of Incorporation.

In Witness Whereof, the undersigned has hereunto set his hand and seal on this 23 day of February, 1995.


Joseph Goldberg, M.D.

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

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 **Joseph Goldberg, M.D., P.A.**
2. The name and address of the registered agent and office is:

**PETER G. GRUBER, P.A.
9100 S. Dadeland Boulevard
One Datan Center, Suite 910
Miami, Florida 33156**

Joseph Goldberg, M.D., P.A.

FILED
95 FEB 21 PM 12:26
SEC. OF STATE
TALLAHASSEE, FLORIDA

By: *Joseph Goldberg*
Joseph Goldberg, M.D., President

Dated: 2/23/95

ACKNOWLEDGMENT

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.

PETER G. GRUBER, P.A.

By: *Peter G. Gruber*
Peter G. Gruber, Esquire

Dated: 2/23/95