

SENT BY 3-85 17:39 GEIGER, KASDIN, HELLER & KUPERSTEIN OF CORPORATIONS: 1/5

3/08/95

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(((H95000002667))) ELECTRONIC FILING COVER SHEET  
TO: DIVISION OF CORPORATIONS FROM: GEIGER, KASDIN, HELLER & KUPERSTEIN,  
DEPARTMENT OF STATE 1428 BRICKELL AVE  
STATE OF FLORIDA 6TH FLOOR  
409 EAST GAINES STREET MIAMI FL 33131- 0-0000  
TALLAHASSEE, FL 32399 CONTACT: BEVERLY O RIEDY  
FAX: (904) 922-4000 PHONE: (305) 372-5000  
FAX: (305) 372-0052

(((H95000002667))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
NAME: SOUTHERN PAIN ASSOCIATES, P.A.  
FAX AUDIT NUMBER: H95000002667 CURRENT STATUS: REQUESTED  
DATE REQUESTED: 03/08/1995 TIME REQUESTED: 13:58:49  
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0  
NUMBER OF PAGES: 4 METHOD OF DELIVERY: FAX  
ESTIMATED CHARGE: \$122.50 ACCOUNT NUMBER: 076030000723

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3/08/95

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3- 8-55 . 17:39 GEIGER KASDIN HELLER- DIV OF CORPORATIONS: 2/ 5

FA#: H95-2667

**ARTICLES OF INCORPORATION OF  
SOUTHERN PAIN ASSOCIATES, P.A.**

The undersigned, incorporator, a natural person competent to contract, hereby presents these Articles for the formation of a corporation under the provisions of Chapter 621, Florida Statutes, also known as The Professional Service Corporation and Limited Liability Company Act, and other laws of the State of Florida

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95 MAR -9 AM 10:33  
CLERK  
TALLAHASSEE

**ARTICLE I  
NAME**

The name of this Corporation is **SOUTHERN PAIN ASSOCIATES, P.A.**

**ARTICLE II  
NATURE OF BUSINESS**

The general nature of the business to be transacted by this corporation is:

To engage in every phase and aspect of the business of rendering the same professional services to the public that a physician or osteopath duly licensed under the laws of the State of Florida is authorized to render, but such professional services shall be rendered only through officers, employees, and agents who are duly licensed under the laws of the State of Florida to practice medicine or osteopathy therein.

To invest the funds of this Corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and to own real and personal property necessary for the rendering of professional services.

Stanley H. Kuperstein, Esq.  
GEIGER, KASDIN, HELLER & KUPERSTEIN, P.A.  
1428 Brickell Avenue, 6th Floor  
Miami, FL 33131  
Telephone: (305) 372-5000  
Facsimile: (305) 372-0052  
Florida Bar Number: 113612

FA#:H95-2667

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FA#: H95-2667

To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the Corporation, and in general, either alone or in association with other corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or objects of this Corporation.

The foregoing paragraphs shall be construed as enumerating both objects and purposes of this Corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this Corporation otherwise permitted by law.

#### **ARTICLE III CAPITAL STOCK**

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 1,000 shares of common stock, having a par value of \$1.00 per share. None of the shares of this Corporation may be issued to anyone other than an individual duly licensed to practice medicine or osteopathy in the State of Florida.

#### **ARTICLE IV TERM OF EXISTENCE**

This Corporation shall commence its existence upon the filing of these Articles of Incorporation and shall continue perpetually thereafter, unless sooner dissolved according to law.

#### **ARTICLE V ADDRESS**

The initial mailing address and principal office of this Corporation in the State of Florida is 501 GLADES ROAD, BOCA RATON, FLORIDA 33432. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

#### **ARTICLE VI DIRECTORS**

The number of Directors may be increased or diminished from time to time by Bylaws adopted by the Shareholders, but shall never be less than one (1). If required by the ethics of the profession,

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Directors shall be required to possess the same professional qualifications as Shareholders are required to possess.

**ARTICLE VII**  
**REGISTERED AGENT AND OFFICE**

The Corporation's initial Registered Agent and Registered Office is:

<u>NAME</u>	<u>ADDRESS</u>
STANLEY H. KUPERSTEIN, ESQ	1428 Brickell Avenue 6th Floor Miami, Florida 33131

**ARTICLE VIII**  
**INCORPORATOR**

The name and post office address of the incorporator of this Corporation is:

<u>NAME</u>	<u>ADDRESS</u>
HARVEY FLOSKER, M.D.	971 Cypress Drive Delray Beach, Florida 33483

**ARTICLE IX**  
**VOTING TRUSTS**

No Shareholder of this Corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his/her shares.

**ARTICLE X**  
**INCORPORATION OF PROVISIONS OF THE PROFESSIONAL SERVICE CORPORATION AND LIMITED LIABILITY COMPANY ACT**

This Corporation is intended to be a professional service corporation within the meaning of the Professional Service Corporation and Limited Liability Company Act, and accordingly, the Corporation, its officers, directors and shareholders, shall be subject to all of the sections of said Act concerning the formation of the Corporation, the conduct of its business, and the liabilities, rights, privileges and immunities of this Corporation and its officers, directors and shareholders, as stated in Chapter 621, Florida Statutes.

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**ARTICLE XI  
INDEMNIFICATION**

This Corporation shall indemnify any officer or director, or any former officer or director of the Corporation, to the full extent permitted by applicable law.

IN WITNESS WHEREOF, I, the incorporator, for the purpose of forming a professional service corporation, have executed these Articles of Incorporation this 30 day of MARCH, 1995 and hereby declare and certify that the facts stated above are true.

  
HARVEY PLOSKER, M.D.

HAVING BEEN NAMES TO ACCEPT SERVICE OF PROCESS FOR SOUTHERN PAID ASSOCIATES, P.A. AT THE PLACE DESIGNATED IN THESE ARTICLES OF INCORPORATION, I HEREBY ACCEPT TO ACT IN THIS CAPACITY AND AGREE TO COMPLY WITH THE PROVISIONS OF SAID ACT RELATIVE TO KEEPING OPEN SAID OFFICE.

  
STANLEY H. KUPERSTEIN, ESQ.  
Registered Agent

PA#: H95-2667

FILED  
MAR 9 1995  
CLERK OF COURT  
JULIA A. BROWN