

P95000023252

BROAD and CASSEL
ATTORNEYS AT LAW

SUITE 1100
BROWARD FINANCIAL CENTRE
600 EAST BROWARD BOULEVARD
FORT LAUDERDALE, FL 33304
(305) 794-7000
FAX (305) 848-0600
TELECOPY (305) 791-8100

FILED
MAR 21 PM 2:32
TALLAHASSEE, FLORIDA

March 20, 1995

File No. 16869.0001

VIA UPS NEXT DAY AIR

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

600001435926
-03/22/95--01023--007
***122.50 ***122.50

Re: Broward Institute of Physical Medicine, Inc.
Articles of Incorporation
Certificate of Designation of Registered Agent
and Registered Office

Dear Sir/Madam:

I have enclosed the original and one (1) copy of the Articles of Incorporation and the Certificate of Designation of Registered Agent and Registered Office for Broward Institute of Physical Medicine, Inc. I have also enclosed a check made payable to the Secretary of State in the amount of one hundred and twenty-two dollars and fifty cents (\$122.50) in payment for the following:

- | | |
|--|-----------------|
| 1. Certificate of Incorporation filing fee | \$ 35.00 |
| 2. Certificate of Incorporation certified copy | 52.50 |
| 3. Registered Agent's fee | 35.00 |
| | <u>\$122.50</u> |

Please return one (1) certified copy of the Articles of Incorporation to our office in the enclosed self-addressed stamped envelope.

7777 Glades Road
Boca Raton, Florida 33434
(407) 483-7000
Telecopy (407) 483-7321

First Florida Bank Tower
215 South Monroe Street
Tallahassee, Florida 32301
(904) 881-6810
Telecopy (904) 881-9792

390 North Orange Avenue
Orlando, Florida 32801
(407) 839-4200
Telecopy (407) 425-8377

Miami Center
201 South Biscayne Blvd.
Miami, Florida 33131
(305) 373-9400
Telecopy (305) 373-9443

100 North Tampa
Suite 3500
Tampa, FL 33602
(813) 225-3020
Telecopy (813) 225-3038

The Reflections Office Centre
400 Australian Avenue South
West Palm Beach, Florida 33401
(407) 832-3300
Telecopy (407) 855-1109

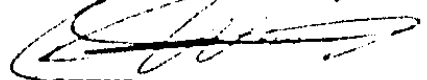
800 East Ocean Blvd.
Suite 120
Stuart, Florida 34904
(407) 283-3000
Telecopy (407) 283-8822

BROWN MAR 22 1995

Secretary of State
March 20, 1995
Page 2

If you have any questions, please do not hesitate to contact us.

Sincerely yours,



STEVE L. WASERSTEIN
For the Firm

SLW/jp

Enclosure

cc: Denise Mendoza

BROAD and CASSEL

ARTICLES OF INCORPORATION

OF

BROWARD INSTITUTE OF PHYSICAL MEDICINE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation shall be **BROWARD INSTITUTE OF PHYSICAL MEDICINE, INC.**

ARTICLE II

NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having \$0.01 par value.

ARTICLE IV

TERM OF EXISTENCE

The corporation shall exist in perpetuity.

ARTICLE V

INITIAL PRINCIPAL OFFICE

The initial street address of the principal office of this corporation in the State of Florida shall be 17 Rose Drive, Fort Lauderdale, Florida 33316.

ARTICLE VI

INITIAL REGISTERED AGENT AND OFFICE

The Initial Registered Agent and Office of this corporation shall be:

Gabriel L. Imperato, Esq.
BROAD AND CASSEL
500 East Broward Boulevard
Suite 1130
Fort Lauderdale, FL 33394

ARTICLE VII

DIRECTORS

- A. Each member of the Board of Directors shall be at least eighteen (18) years of age.
- B. The corporation shall have one (1) director initially and the number of directors may be increased or decreased pursuant to the Bylaws.

ARTICLE VIII

INITIAL DIRECTORS

The name and address of the members of the initial Board of Directors shall be:

Name

Address

Denise K. Ullerup

17 Rose Drive
Fort Lauderdale, FL 33316

ARTICLE IX
INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Denise K. Ullerup
17 Rose Drive
Fort Lauderdale, FL 33316

ARTICLE X
AMENDMENT

The Board of Directors may amend any part of the Articles of Incorporation, without shareholder action, including but not limited to the amendments permitted under §607.1002 of the Florida Business Corporation Act.

ARTICLE XI
SPECIAL ELECTION

The corporation expressly elects not to be governed by either §607.0901 or §607.0902 of the Florida Business Corporation Act, as each may be amended from time to time, relating to affiliated transactions and control share acquisitions.

ARTICLE XII
PRE-EMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares a shareholder holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of

Incorporation this 3rd day of March, 1995.

Denise K. Ullerup
Denise K. Ullerup, Incorporator

STATE OF FLORIDA

COUNTY OF Dade

The foregoing instrument was acknowledged before me this 3rd day of March, 1995, by Denise K. Ullerup, who is personally known to me or who has produced personally known as identification and who did (did not) take an oath.

YANIN MESA BENAVIDES
Notary Public, State of Florida
My Comm. expires Sept 30, 1997
No. CC320075

[Signature]
SIGNATURE OF NOTARY

Yanin Mesa Benavides
PRINTED NAME OF NOTARY

Sept. 30, 1997
COMMISSION EXPIRES

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE**

Pursuant to the provisions of Sections 48.091, 607.0501 and 607.0505, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent, in the State of Florida.

1. The name of the corporation is: **BROWARD INSTITUTE OF PHYSICAL MEDICINE, INC.**

2. The name and address of the registered agent and office is:

Gabriel L. Imperato
BROAD AND CASSEL
500 East Broward Boulevard
Suite 1130
Fort Lauderdale, Florida 33394

By: Denise K. Ullerup
Denise K. Ullerup, Incorporator

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CLERK OF DISTRICT COURT
NINTH JUDICIAL CIRCUIT
FLORIDA

Dated this 3rd day of March, 1995.

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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF MY POSITION AS REGISTERED AGENT INCLUDING THOSE CONTAINED IN SECTION 607.0505, FLORIDA STATUTES.

Gabriel L. Imperato
Gabriel L. Imperato, Esq.

Dated this 3rd day of March, 1995

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2.

9/28/95

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM

1:41 PM

((H95000010883)))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS

FROM: FAS-T CORP. AGENTS, INC.

DEPARTMENT OF STATE

8405 NW 53RD ST

STATE OF FLORIDA

SUITE C-100

409 EAST GAINES STREET

MIAMI FL 33166-

1-

TALLAHASSEE, FL 32399

CONTACT: LIDIA FERNANDEZ

FAX: (904) 922-4000

PHONE: (305) 599-0839

FAX: (305) 592-9591

((H95000010883)))

DOCUMENT TYPE: BASIC AMENDMENT

NAME: BROWARD INSTITUTE OF PHYSICAL MEDICINE, INC.

FAX AUDIT NUMBER: H95000010883

CURRENT STATUS: REQUESTED

DATE REQUESTED: 09/28/1995

TIME REQUESTED: 13:41:06

CERTIFIED COPIES: 0

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 2

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$35.00

ACCOUNT NUMBER: 071001002335

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

((H95000010883)))

** ENTER 'M' FOR MENU. **

9/28/95

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1995 SEP 28 PM 3:15

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Clifford. 88 ✓
Linda*

RECEIVED
55 SEP 28 PM 2:43
TALLAHASSEE, FLORIDA

H95000010883

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

BROWARD INSTITUTE OF PHYSICAL MEDICINE, INC.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(Indicate article number(s) being amended, added or deleted)*

ARTICLE VIII

DIRECTORS

THE NAME AND ADDRESS OF MEMBERS OF THE BOARD OF DIRECTORS SHALL BE:

NAME

ADDRESS

KARL LEWIN

330 SW 27TH AVE
MIAMI FL 33135

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1995 SEP 28 PM 3 15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

Prepared by: Karl Lewin
330 SW 27th Ave.
Miami, FL 33135
(305) 541-7007

H95000010883

THIRD: The date of each amendment's adoption: 8/24/95

FOURTH: Adoption of Amendment(s) (check one)

- ☐ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

*The number of votes cast for the amendment(s) was/were sufficient for approval by _____
(voting group)

- ☒ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 24 day of AUGUST, 1995

Signature

(By the Chairman or Vice Chairman of the Board of Directors,
President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

KARL LEWIN

Typed or printed name

DIRECTOR / Chairman

Title

10/25/96

13119

PLEASE READ ALL INSTRUCTIONS BEFORE COMPLETING THIS FORM

APPROVED

AND 012

002

APPLICATION
FOR
REINSTATEMENTFLORIDA DEPARTMENT OF STATE
Sandra B. Northam
Secretary of State
DIVISION OF CORPORATIONS

H9600001507A 06 OCT 25 PM 3:03

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOCUMENT # P95000023232

1. Corporation Name

BROWARD INSTITUTE OF PHYSICAL MEDICINE, INC.

Principal Place of Business

Mailing Address

17 Rose Drive
Fort Lauderdale, FL 33316

If above addresses are incorrect in any way, line through incorrect information and enter correction below.

2. New Principal Office Address, if Applicable

12501 NE 9th Ave.

3. New Mailing Address, if Applicable

Suite, Apt. #, etc.

Suite 101

City & State

N. Miami, FL

City & State

Zip

33169

Country

Zip

Country

REINSTATEMENT 96

DO NOT WRITE IN THIS SPACE

4. Date incorporated or qualified
to do business in Florida

03/21/1995

5. File Number

65-0608107

Applied For

Not Applicable

6. CERTIFICATE OF STATUS DESIRED ☒

7. Names and Street Addresses of Each Officer and/or Director (Florida nonprofit corporations must list at least 3 directors)

1. Title(s)	2. Name of Officers and/or Directors	3. Street Address of Each Officer and/or Director (Do NOT Use Post Office Box Numbers)	4. City / State / Zip
D	Karl Lewin	330 SW 27th Ave.	Miami, FL 33135

8. Name and Address of Current Registered Agent

Broad and Cassel
500 East Broward Blvd.
Suite 1130
Fort Lauderdale, FL 33394

9. Name and Address of New Registered Agent

Name Karl Lewin

Street Address (P.O. Box Number is Not Acceptable)

12501 N.E. 9th Ave.

Suite, Apt. #, etc.

Suite 101

City

N. Miami

State

FL

Zip Code

33169

10. I, being appointed the registered agent of the above named corporation, am familiar with and accept the obligations of Section 607.0605, F.S.

Signature of
Registered Agent

Date 10/24/96

REGISTERED AGENT MUST SIGN

11. Does this corporation pay any intangible tax to the
Dept. of Revenue under S. 199.032, Florida Statutes. Yes ☒ No ☐(See other side for information
on intangible tax.)

12. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(2)(c), Florida Statutes. I release the Division of Corporations from any liability or non-compliance with Section 119.07(3)(a) in the event that the information supplied is deemed exempt from public access. I further certify that I am an officer or a director of the corporation and have been empowered to execute this application as provided for in chapter 607 or 617, F.S. I further certify that when filing this reinstatement application the reason for dissolution has been eliminated, the corporate name satisfies the requirements of section 607.0401 or 617.0401, F.S., and that all fees owed by the corporation have been paid. The information indicated on this application is true and accurate, and my signature shall have the same legal effect as if made under oath.

Prepared by:

Karl Lewin 330 SW 27th Ave. Miami, FL 33135

10/24/96

(305) 891-3855

Date

Daytime Phone #

H9600001507A

10/25/96

13:19

NO.012 001

CHARGED, PLEASE ENTER YOUR PASSWORD. TO ABANDON THIS PROCESS, ENTER 'N'.

10/25/96

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1:01 PM

((H96000015074 3))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
PHONE: (305)599-8839

ACCT#: 071001002335

FAX #: (305)716-0346

NAME: BROWARD INSTITUTE OF PHYSICAL MEDICINE, INC.

AUDIT NUMBER.....H96000015074

DOC TYPE.....CORPORATION REINSTATEMENT

CERT. OF STATUS..1

PAGES..... 1

CERT. COPIES.....0

DEL.METHOD.. FAX

EST.CHARGE.. \$303.75

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10/25/96

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