

1201 HAYS STREET
TALLAHASSEE, FL 32301

800-342-8086

P95000023777



95 MAR 21 1995

CIVIL SERVICE COMMISSION

ACCOUNT NO. : 072100000032

REFERENCE : 563410 116222A

AUTHORIZATION : Patricia Pzyato

COST LIMIT : \$ 70.00

ORDER DATE : March 21, 1995

ORDER TIME : 9:46 AM

ORDER NO. : 563410

CUSTOMER NO: 116222A

000001434630

CUSTOMER: Laura Varney, Legal Asst
DUBOSAR & DAVIDSON, P.A.

Suite 300 East
2255 Glades Road
Boca Raton, FL 33431

DOMESTIC FILING

NAME: UNIVERSITY CLINICAL
ASSOCIATES, INC.

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jennifer Moran

EXAMINER'S INITIALS:

FILED
95 MAR 22 AM 9:18
TALLAHASSEE, FLORIDA

3-24-95
01



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

RECEIVED
95 MAR 23 PM 2:11
DIVISION OF CORPORATION

March 22, 1995

CORPORATION INFORMATION SERVICES INC.
1201 HAYS ST.
TALLAHASSEE, FL 32301

SUBJECT: UNIVERSITY CLINICAL ASSOCIATES, INC.
Ref. Number: W95000006306

Resubmit

We have received your document for UNIVERSITY CLINICAL ASSOCIATES, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

IS THE REGISTERED AGENT THE FIRM OR THE INDIVIDUAL? IF THE FIRM THEN HE MUST SIGN ON BEHALF OF IT.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6930.

Tim Murphy
Corporate Specialist

Letter Number: 095A00012786

ARTICLES OF INCORPORATION
OF

University Clinical Associates, Inc.

FILED
95 MAR 22 AM 9 18
SECRET
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I
NAME

The name of the corporation shall be: **University Clinical Associates, Inc.**

ARTICLE II
PRINCIPAL OFFICE

The mailing address of the initial principal office of this corporation is 1411 North Flagler Drive, Suite #9300, West Palm Beach, Florida 33401. The Board of Directors may, from time to time, change the street and post office address of the principal office of the corporation.

ARTICLE III
PURPOSE

To engage in any business and other activities permitted under the laws of the United States and Chapter 607 of the Florida Statutes, as amended from time to time.

ARTICLE IV
CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of common stock.

The common stock of the corporation shall have the following characteristics:

- (a) Par value shall be \$0.001 per share.

(b) At all meetings of the stockholders, the common stockholders shall be entitled to cast one (1) vote for each share of common stock owned. That a common stockholder is interested in a matter to be voted upon shall not disqualify him from voting thereon.

(c) Except as otherwise provided by law, the entire voting power for the election of the directors and for all other purposes shall be vested exclusively in the holders of the outstanding common stock.

ARTICLE V TERM OF EXISTENCE

This corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

ARTICLE VI INITIAL REGISTERED AGENT AND ADDRESS

The name of the initial registered agent of this corporation is Lawrence B. Juran, The street address of the initial registered agent of this corporation is 2255 Glades Road, Suite 300E, Boca Raton, Florida 33431.

ARTICLE VII INITIAL BOARD OF DIRECTORS

This corporation shall have nine (9) Directors initially. The number of Directors may be either increased or diminished from time to time in accordance with the By-Laws but shall never be fewer than one (1). The names and addresses of the initial directors of this corporation are:

Bruce Moskowitz, M.D.
1411 N. Flagler Drive #9300
West Palm Beach, Florida 33401

Gerald O'Connor, M.D.
1411 N. Flagler Drive #9300
West Palm Beach, Florida 33401

David Dodson, M.D.
1411 N. Flagler Drive #9300
West Palm Beach, Florida 33401

Robert Wacks, M.D.
1411 N. Flagler Drive #9300
West Palm Beach, Florida 33401

Robert Weiss, M.D.
1411 N. Flagler Drive #9300
West Palm Beach, Florida 33401

Alexander Carden, M.D.
1411 N. Flagler Drive #9300
West Palm Beach, Florida 33401

Gabriella Goldstein, M.D.
1411 N. Flagler Drive #9300
West Palm Beach, Florida 33401

Istvan Krisko, M.D.
1411 N. Flagler Drive #9300
West Palm Beach, Florida 33401

Gary Wolfson, M.D.
1411 N. Flagler Drive #9300
West Palm Beach, Florida 33401


ARTICLE VIII
AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner provided by law. The approval of each class of shareholders shall be required for any amendment or repeal.

ARTICLE IX
INCORPORATOR

The name and street address of the person signing these Articles is Lawrence B. Juran, 2255 Glades Road, Suite 300E, Boca Raton, Florida 33431.

The undersigned has executed these Articles of Incorporation this 20th day of March, 1995.

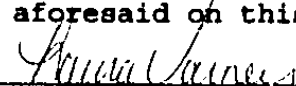

Lawrence B. Juran, Incorporator

STATE OF FLORIDA)
) SS.
COUNTY OF PALM BEACH)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Lawrence B. Juran, known to me to be the person who executed the foregoing Articles of Incorporation, or who produced _____ as identification, and who did (did not) take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid on this 20th day of March 1995.

My Commission Expires:


Notary Public
State of Florida at Large

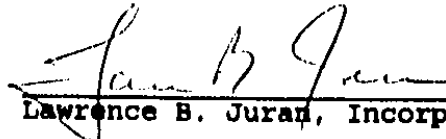
**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

FILED
95 MAR 22 AM 9 14
SEC. OF STATE
TALLAHASSEE, FLORIDA

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: **University Clinical Associates, Inc.**
2. The name and address of the registered agent and office is:
Lawrence B. Juran, 2255 Glades Road, Suite 300E, Boca
Raton, Florida 33431.

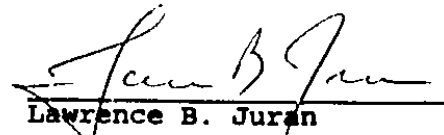
Dated: March 20, 1995


Lawrence B. Juran, Incorporator

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.

REGISTERED AGENT:

Dated: March 20, 1995


Lawrence B. Juran