

P95000035900

April 12th 1995

Florida Department of State  
Division of Corporations  
P O Box 6327  
Tallahassee, FL, 32314

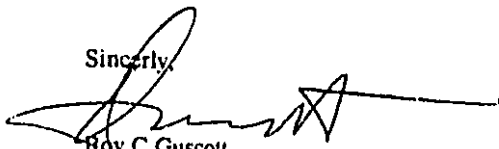
Dear Sirs:

Enclosed is an original and one (1) copy of the Articles of Incorporation of MAX F BENJAMIN, MD PA  
for filing purposes.

Also enclosed is a check for \$70.00 to cover filing fees.

Thank you for your prompt attention.

Sincerely,



Roy C Guscott  
10140, NW 22nd Ct  
Pembroke Pines, FL 33026

900001456979  
-04/14/95--01075--015  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

95 MAY -8 PM 13:19  
TALLAHASSEE, FL  
FBI

W-9230  
BGE 5/8



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

May 2, 1995

ROY C. GUSCOTT  
10140, NW 22ND CT  
PEMBROKE PINES, FL 33026

SUBJECT: MAX F. BENJAMIN M.D. P.A.  
Ref. Number: W95000009230

RECEIVED  
SECRETARY OF STATE  
MAY -8 PM 3:11  
TALLAHASSEE, FL

We have received your document for MAX F. BENJAMIN M.D. P.A. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The registered agent must sign accepting the designation.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

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) 487-6922.

Bobbie Eldridge  
Senior Corporate Section Administrator

Letter Number: 195A00020980

**ARTICLES OF INCORPORATION**

**OF**

**MAX F. BENJAMIN M.D. P.A.**

**(A FLORIDA CORPORATION)**

The undersigned incorporator(s), for the purpose of forming a corporation under chapter 621 of the laws of the state of Florida, hereby adopt(s) the following Articles of Incorporation.

**ARTICLE I. NAME**

The name of the corporation shall be:

**MAX F. BENJAMIN M.D. P.A.**

**ARTICLE II. PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:

*10140 NW 22 CT PEMBROKE PINES, FL  
33026*

**ARTICLE III. Term of Existence.**

This corporation shall have perpetual existence.

**ARTICLE IV. Nature of Business.**

This corporation may engage in every aspect of the business of rendering the same professional services to the public that a Medical Doctor, duly licensee under the laws of the state of Florida, is authorized to render. This corporation may engage in any activity or business permitted under the laws of the United States, the state of Florida or any other state, country, territory or nation.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
55 MAY -8 PM 3:01  
FILED

ARTICLE V. Capital Stock.

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1 par value per share.

ARTICLE VI. Voting Rights.

Except as otherwise provided by law, 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.

ARTICLE VII. PREEMPTIVE RIGHTS.

Every Shareholder upon 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 pro-rate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VIII. Initial Registered Office and Agent.

The street address of the initial registered office of this corporation is 10140 NW 22 CT  
PEMBROKE PINES, FL 33026

and the name of the initial registered agent of this corporation at that address is Roy Guscott

ARTICLE IX. Initial Board of Directors.

The corporation shall have 1 Director(s) initially The number of Directors may be either increased or diminished from time to time by the By-Laws but never be less than one. The name and address of the initial Directors of this corporation are:

**MAX F. BENJAMIN**

**343 NE 205 TER**

**MIAMI FL 33142**

ARTICLE X. Officers.

The initial officers of the Corporation will be:

**MAX F. BENJAMIN, PRESIDENT**

ARTICLE XI. Incorporator(s).

The person(s) signing these Articles of Incorporation has the following name and address:

**MAX F. BENJAMIN**

**343 NE 205 TER**

**MIAMI FL 33142**

ARTICLE XII. By-Laws.

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE XIII. Amendment.

The 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.

ARTICLE XIV Limitation of Liability

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

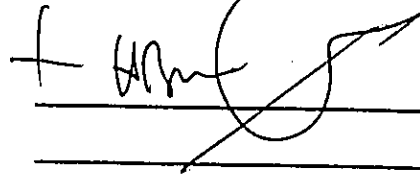
ARTICLE XV Self Dealing

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

ARTICLE XVI Special Provisions

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 may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

In Witness Whereof, I the undersigned incorporator, have hereunto  
set my hand and seal this \_\_\_\_\_ day of \_\_\_\_\_, 1994.  
for the purpose of forming this corporation under the office of  
the Secretary of State of Florida, these Articles of Incorporation  
and certify that the facts herein stated are true.

  
\_\_\_\_\_  
\_\_\_\_\_

INCORPORATOR(s)



CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of the 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 :

Max F Benjamin MD.,PA

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

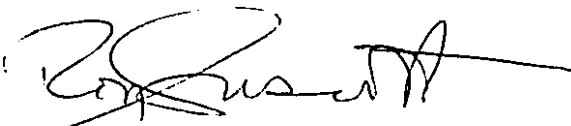
Roy C Guscott  
10140 NW 22nd Court  
Pembroke Pines, FL 33021

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
95 MAY -8 PM 3:01

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.

DATE.

  
6/5/95