

JOSEPH L. SCHNEIDER, P.A.
ATTORNEY AT LAW

ALSO MEMBER NEW YORK BAR

1720 HARRISON STREET
SUITE 1820
HOLLYWOOD, FLORIDA 33020

(305) 925-6166
DADE (305) 940-8405
TELEFAX: (305) 925-4518

May 9, 1995

Florida Secretary of State
Division of Corporation
P.O. Box 127
Tallahassee, Florida 32314

SHOULD BE FILED WITH
#05/15/95 - 01068 - 010
***122.50 ***122.50

Re: Robert .. Rayder, M.D., P.A.

Dear Sir/Madam:

Enclosed herewith please find original and one copy of the Articles of Incorporation for the above-referenced corporation, along with my check in the sum of \$122.50 representing the filing fee.

Thank you for your attention to this matter.

Very truly yours,

JOSEPH L. SCHNEIDER

JLS/sjj

Enclosures

TALLAHASSEE, FLORIDA

RECEIVED

FILED

ARTICLES OF INCORPORATION

OF

ROBERT E. RAYDER, M.D., P.A.

The undersigned, who is a duly licensed Medical Doctor in the State of Florida, for the purpose of forming a professional association pursuant to Chapter 621 of Florida Statutes, does hereby adopt the following Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation is ROBERT E. RAYDER, M.D., P.A.

ARTICLE II - DURATION

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

ARTICLE III - PURPOSE

This corporation is organized for the purpose of practice of medicine and for the transacting of any and all medical business otherwise allowed by Chapter 621 of the Florida Statutes.

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95 MAY 15 PM 3:35
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 500 shares of ONE AND 00/100 (\$1.00) DOLLAR par value common stock which shall be designated as "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation and principal office are one and the same, 6969 Miramar Parkway, Suite 3, Miramar, FL 33023 the name of the initial registered agent of this corporation at that address is ROBERT E. RAYDER, M.D.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one.

The name and address of the initial director of this Corporation is:

ROBERT E. RAYDER, M.D.
6969 Miramar Parkway
Suite 3
Miramar, FL 33023

ARTICLE VII - INCORPORATOR

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

ROBERT E. RAYDER, M.D.
6969 Miramar Parkway
Suite 3
Miramar, FL 33023

ARTICLE VIII - BY-LAWS

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

ARTICLE IX - CALLING OF SPECIAL MEETINGS

Special Meetings of Shareholders may be called by written notice delivered to each shareholder five (5) business days prior to the meeting date.

ARTICLE X - SHAREHOLDER QUORUM AND VOTING

Fifty-one (51%) percent of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of fifty-one (51%) percent of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholder.

ARTICLE XI - MANAGEMENT OF CORPORATION BY DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this Corporation shall be managed under the director of the Board of Directors of this Corporation.

ARTICLE XII - DIRECTORS RESIDENCE AND COMPENSATION

Directors of this Corporation must be residents of the State of Florida.

The shareholders of this Corporation shall have the exclusive authority to fix the compensation of directors of this Corporation.

ARTICLE XII - NO REMOVAL OF DIRECTORS

The shareholders of this Corporation shall not be entitled to remove any director from office during his or her term.

ARTICLE XIV - DIRECTOR QUORUM AND VOTING

A majority of the directors shall constitute a quorum for a meeting of directors. If a quorum is present, the affirmative vote of a majority of the directors present shall be the act of the Board of Directors.

ARTICLE XV - MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

ARTICLE XVI - ACTION BY DIRECTORS WITHOUT A MEETING

The directors of this Corporation may take action by written consent, as provided by law.

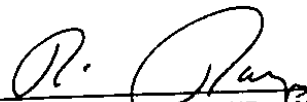
ARTICLE XVII - DIVIDENDS

Dividends may be paid to shareholders (only out of the unreserved and unrestricted earned surplus of the Corporation). Dividends payable in shares of any class may be paid to the holders of shares of any other class.

ARTICLE XVIII - INDEMNIFICATION

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 9th day of May, 1995.



ROBERT E. RAYDER, M.D.

Having been named to accept service of process for the above-named corporation, at the place designated in the Articles, 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.

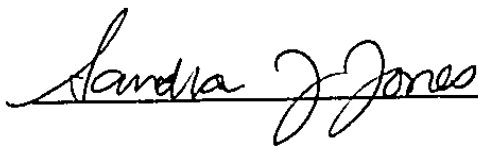


ROBERT E. RAYDER, M.D.

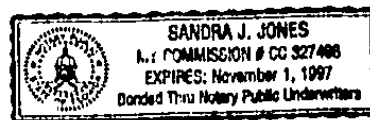
STATE OF FLORIDA)

COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 9th day of May, 1995, by ROBERT E. RAYDER, M.D., who is ~~personally known~~ to me, or who produced _____ as identification, and who did take an oath.



NOTARY PUBLIC, STATE OF FLORIDA



FILED
95 MAY 15 PM 3:35
TALLAHASSEE, FLORIDA