

99600000000272

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 96 JAN -2 PH 3:16

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REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	1/2/96		
TIME	11:00		CK No. _____
BY	CD		

WALK-IN
 Will Pick Up _____

RE: C.R. J. Morales - Docket
M.D., P.A.

	C.C. FEE.	DISBURSED
Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
Photo <input checked="" type="checkbox"/> Copy(s)		
Art. of Amend. File		
Dissolution/Withdrawal		
C U S.		
Fictitious Name File		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s. _____ Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prep.		
FAX () pgs.		
SUBTOTALS		

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FEE.....
 DISBURSED.....
 SURCHARGE.....
 TAX on corporate supplies.....
 SUBTOTAL.....
 PREPAID.....
 BALANCE DUE.....

RECEIVED
 96 JAN -2 PM 4:42
 DIVISION OF CORPORATIONS
 SECRETARY OF STATE
 TALLAHASSEE, FL 32301

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

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DIVISION OF CORPORATIONS
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**ARTICLES OF INCORPORATION
OF
C.R.J. MORALES - DUCRET, M.D., P.A.**

The undersigned hereby subscribes to these Articles to form a Professional Service Corporation under and pursuant to the laws of the State of Florida, for the purpose hereinafter stated.

ARTICLE I - Name

The name of the corporation is C.R.J. MORALES - DUCRET, M.D., P.A. The street address of the office of this corporation is located at 10 Via De Casas Sur, Boyton Beach, FL 33426. The name of the initial registered agent of this corporation is Adrienne F. Promoff, Esq., at Courvoisier Centre, Suite 407, 501 Brickell Key Drive, Miami, FL 33131.

Said corporation shall have authority to establish offices and transact business at such other places within the State of Florida as may be designated from time to time by the Board of Directors or the stockholders.

ARTICLE II - Nature of Business

The nature of the business of the corporation and the objects and purposes to be transacted, promoted or carried on by it is for the sole and specific purpose of rendering professional medical services to the public and to engage or participate in any lawful activity permitted under the laws of the United States and the State of Florida for a professional corporation.

ARTICLE III - Capital Stock

The total authorized capital stock of this corporation shall consist of One Hundred (100) shares of common stock having a par value of One Dollar (\$1.00) per share, which said capital stock shall be payable in lawful money of the United States of America, or in property, labor or services, at a valuation to be fixed by the stockholders or Board of Directors, in the manner provided for by statute, and the stock issued shall be fully paid and nonassessable. The corporation shall issue its capital stock only to individuals who are duly licensed or otherwise legally authorized to practice medicine in the State of Florida.

ARTICLE IV - Term of Existence

This corporation shall have perpetual existence.

ARTICLE V - Management and Directors

The business of this corporation may be conducted by its stockholders rather than by a Board of Directors. If managed by the stockholders, then any act authorized by a two-thirds (2/3) vote of the outstanding shares of the corporation entitled to vote, represented in person or by proxy shall be the act of the stockholders. The stockholders or directors shall elect a President and such other corporate officers from time to time as deemed advisable. Any two (2) or more offices may be held by the same person. A Board of Directors shall consist of not less than one (1) person as fixed at the annual meeting of the stockholders. It shall not be necessary for any officer or director to own stock in the corporation.

ARTICLE VI - Indemnification

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

ARTICLE VII - Directors

This corporation shall have one (1) director initially. The name and street address of the initial director of this corporation is:

C.R.J. MORALES-DUCRET, M.D.
10 Via De Casas Sur
Boyton Beach, FL 33426

ARTICLE VIII - Incorporator

The name and address of the Incorporator to these Articles of Incorporation is:

Adrienne F. Promoff, Esq.
501 Brickell Key Drive, Suite 407
Miami, FL 33131

ARTICLE IX - Stockholders

The stock of this corporation may be issued, registered and owned only in the name or names of an individual or individuals who are duly licensed and otherwise authorized to practice medicine in the State of Florida and who are employees, officers or agents of this corporation. In the event that a stockholder:

- A. becomes legally disqualified to practice medicine in the State of Florida; or

B. is elected to a public office or accepts employment that pursuant to law places restrictions or limitations upon the continued rendering of professional services as a physician; or

C. ceases to be an employee, officer or agent of the corporation; or

D. sells, transfers, hypothecates or pledges, or attempts to sell, transfer, hypothecate or pledge any shares of stock of the corporation to any person ineligible by law or by virtue of these articles to be a stockholder in the corporation, or if such sale, transfer, hypothecation or pledge or attempt to sell, transfer, hypothecate or pledge is made in a manner prohibited by law or in a manner inconsistent with the provisions of these articles or of the By-Laws of the corporation; or

E. suffers an execution to be levied upon her stock or such stock is subjected to judicial sale or other process, the effect of which is to vest any legal or equitable interest in such stock in some person other than the stockholder of the corporation shall automatically and immediately stand severed and terminated and the stock of such stockholder shall immediately stand forfeited and be immediately canceled by the corporation and the stockholder or other person in possession of such stock shall be entitled only to receive payment for the value of such stock, as provided by law or as otherwise agreed by the stockholders. The stockholder whose stock so becomes forfeited and is canceled by the corporation shall immediately cease to be an employee, officer, director or agent of the corporation and, except to receive payment of any other sums then lawfully due and owing to said stockholder by the corporation, such stockholder shall then and thereafter have no further financial interest of any kind in the corporation.

ARTICLE X - Death or Incapacity of Stockholders

Upon the death or incapacity of a stockholder, her stock shall be subject to purchase by the corporation or by the other stockholders at such price and upon such terms and conditions and in such manner as may be provided for by any agreement or in the By-Laws of the corporations in a manner consistent with law and these articles.

ARTICLE XI - Sale of Stock

No stockholder of this corporation may sell or transfer any of such stockholder's shares of stock in this corporation except to another individual who is then duly authorized and licensed to practice medicine in the State of Florida.

The corporation's stockholders are specifically authorized from time to time to adopt agreements and By-laws not inconsistent herewith, restraining the alienation of shares of stock of this corporation and providing for the purchase or redemption by the corporation of its shares of stock.

ARTICLE XII- By-Laws

In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the stockholders are hereby authorized to make and alter By-Laws at their pleasure so long as such By-Laws are in accordance with the laws of the State of Florida.

ARTICLE XIII - Stockholders Quorum and Voting

Two-thirds (2/3) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of stockholders.

If a quorum is present, the affirmative vote of fifty (50%) percent of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the stockholders.

ARTICLE XIV- Amendments

This corporation reserves the right to amend, alter, change or repeal an provision contained herein in the manner now or hereafter prescribed by law, and all rights conferred on the stockholders herein are granted subject to this reservation.

ARTICLE XV- Principal Office and Mailing Address

The principal office and mailing address for the corporation is 10 Via De Casas Sur, Boyton Beach, FL 33426.

The date that corporate existence shall begin is January 2, 1996.

IN WITNESS WHEREOF, the undersigned, as incorporator, does hereby execute these Articles of Incorporation this 28th day of December, 1995.



Adrienne F. Promoff, Incorporator

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared ADRIENNE F. PROMOFF, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal this 28th day of December, 1995, at Miami, Dade County, Florida.

[SEAL]



Notary Public
State of Florida at Large

My Commission Expires:



JANNETTE BARROSO
My Commission CC412503
Expires Oct. 10, 1998
Bonded by HAI
000-422-1555

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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RESIDENT AGENT CERTIFICATE

In pursuance of Chapter 48.901, Florida Statutes, the following is submitted in compliance with said Act:

First: That C.R.J. MORALES - DUCRET, M.D., P.A., desiring to organize under the laws of the State of Florida, with its initial office, as indicated in the Articles of Incorporation, in the City of Boyton Beach, County of Broward, State of Florida, has named ADRIENNE F. PROMOFF, ESQ. as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



ADRIENNE F. PROMOFF, Esq., Resident Agent

P96000000272

MARK W. KAY, P.A.
ATTORNEY AT LAW
7000 N.W. 63RD AVENUE
PENTHOUSE B
SOUTH MIAMI, FLORIDA 33143-9998

Dade (305) 667-0478
Telefax (305) 663-0799

April 15 1997

Via UPS Overnight

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

Attn: Amendments Division

Re: C.R.J. Morales-Ducet, M.D., P.A., a Florida Professional Service Corporation filed
January 2, 1996 under Charter #P9600000272 - Amendment to Articles of Incorporation
changing corporate name to "DAVID A. ROSENSTEIN, M.D., P.A."

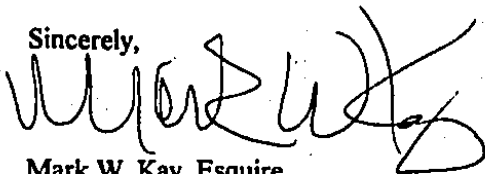
Gentlemen:

Attached please find fully executed and notarized original and one copy of Amendment to the
captioned Articles of Incorporation, together with my office account check to your order in the
amount of \$35.00 for the filing fee.

Kindly file the original and forward me an acknowledgment copy in the enclosed self-addressed,
stamped envelope.

If there are any questions regarding the attached please call me collect.

Sincerely,



Mark W. Kay, Esquire

MWK/rp

cc: Dr. David A. Rosenstein

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FLORIDA
DIVISION OF CORPORATIONS
TALLAHASSEE

APPROVED
AND
FILED

AMENDMENT TO ARTICLES OF INCORPORATION
OF
C.R.J. MORALES-DUCRET, M.D., P.A.
A Florida Professional Service Corporation filed January 2, 1996,
Charter #P9600000272

The Articles of Incorporation of C.R.J. MORALES-DUCRET, M.D., P.A., are hereby amended as of the first day of January, 1997 by changing the corporate name wherever said name appears in the Articles of Incorporation as follows:

Change of Corporate Name

From: "C.R.J. MORALES-DUCRET, M.D., P.A."

To: "DAVID A. ROSENSTEIN, M.D., P.A."


C.R.J. MORALES-DUCRET, M.D.

STATE OF FLORIDA)
)§
COUNTY OF BROWARD → PALM BEACH

BEFORE ME, the undersigned authority, personally appeared C.R.J. MORALES-DUCRET, M.D., identified by personal knowledge, who, upon being duly sworn, stated that she executed the foregoing Amendment freely and voluntarily and for the uses therein expressed.

SWORN TO AND SUBSCRIBED before me this 4 day of April, 1997, at Boynton Beach, Broward County, Florida.

PALM BEACH

Notary Stamp/Seal:

My Commission Expires:


NOTARY PUBLIC, STATE OF FLORIDA



MARY JANE SOREN
MY COMMISSION & OCCASION EXPIRES
February 1, 1998
BOONED THROUGH THE INSURANCE, INC.

APPROVED
AND
FILED

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