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96 JAN 2 PH 2:10
DIVISION OF CORPORATION

ACCOUNT NO. 2104000012

REFERENCE : 700052 4306027

AUTHORIZATION :

Patricia Pignatelli

COST LIMIT : \$ 122.50

ORDER DATE : January 2, 1996

ORDER TIME : 10:22 AM

800001675708

ORDER NO. : 700052

CUSTOMER NO: 4306027

CUSTOMER: Ms. Ellen S. Bryan
ABRAHAM ANTON ROBBINS RESNICK &
SCHNEIDER
2021 Tyler Street

Hollywood, FL 33022

EFFECTIVE DATE
JAN - 1 1996

DOMESTIC FILING

NAME: PALMETTO PARK MEDICAL
ASSOCIATES, P.A.

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jennifer Moran

EXAMINER'S INITIALS:

T. BROWN JAN - 3 1996

FILED
96 JAN - 2 AM 10:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
~~JAN - 1 1994~~

ARTICLES OF INCORPORATION
OF
PALMETTO PARK MEDICAL ASSOCIATES, P.A.

FILED
96 JAN -2 AM 10:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators of these Articles of Incorporation, natural persons competent to contract, hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I

NAME: The name of this corporation shall be PALMETTO PARK MEDICAL ASSOCIATES, P.A.

ARTICLE II

ADDRESS: The mailing address and street address of the initial principal office of the corporation shall be 22065 State Road 7, Boca Raton, Florida 33428.

ARTICLE III

NATURE OF BUSINESS: The corporation is organized for the purpose of operating a medical practice and for transacting any and all business for which corporations may be formed under Chapter 621 of the Florida Statutes, as amended from time to time.

ARTICLE IV

CAPITAL STOCK: This corporation shall be authorized to issue 1,000 shares of \$1.00 par value common stock.

ARTICLE V

TERM OF EXISTENCE: This corporation shall commence its existence on January 1, 1996 and shall exist perpetually thereafter.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT: The name and street address of the initial registered agent of this corporation shall be: Bruce Wishnov, D.O., 22065 State Road 7, Boca Raton, Florida 33428.

ARTICLE VII

DIRECTORS: The corporation shall have two (2) directors initially and the number of directors may be increased or decreased from time to time as provided by the By-Laws but shall never be less than one (1).

ARTICLE VIII

INITIAL DIRECTORS: The names and addresses of the initial directors who shall hold office for the first year of existence of the corporation or until their successors have been elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
Bruce Wishnov, D.O.	22065 State Road 7 Boca Raton, FL 33428.
Marc Rosenberg, D.O.	22065 State Road 7 Boca Raton, FL 33428.

ARTICLE IX

INCORPORATOR: The names and addresses of the incorporators to these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Bruce Wishnov, D.O.	22065 State Road 7 Boca Raton, FL 33428.
Marc Rosenberg, D.O.	22065 State Road 7 Boca Raton, FL 33428.

ARTICLE X

INDEMNIFICATION: To the fullest extent permitted by the Florida Business Corporation Act, the Corporation shall indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that such person (i) is or was a director of the Corporation; (ii) is or was serving at the request of the Corporation as a director of another corporation, provided that such person is or was at the time a director of the Corporation; or (iv) is or was serving at the request of the Corporation as officer of another corporation, provided that such person is or was at the time a director of the Corporation or a director of such other corporation, serving at the request of the Corporation. Unless otherwise expressly prohibited by the Florida Business Corporation Act, and except as otherwise provided in the previous sentence, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the fact that such person is or was an officer, employee or agent of the Corporation as an officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise. No person falling within the purview of this paragraph may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

ARTICLE XI

EFFECTIVE DATE: These Articles of Incorporation shall be effective upon approval by the Secretary of State of the State of Florida.

ARTICLE XII

AMENDMENT: These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders and approved at a shareholders' meeting by a majority of the shareholders entitled to vote thereon, unless all of the Directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment to the Articles of Incorporation be made.

The undersigned incorporators have executed these Articles of Incorporation this 29 day of DECEMBER, 1995.

Bruce Wishnov
BRUCE WISHNOV, D.O.

Marc Rosenberg
MARC ROSENBERG, D.O.

ACCEPTANCE OF REGISTERED AGENT

Having been named as the Registered Agent to accept service of process for PALMETTO PARK MEDICAL ASSOCIATES, P.A. at the place designated in the Articles of Incorporation, I agree to act in this capacity, I agree to comply with the provisions of all statutes relative to the proper and complete performance of the duties of the Registered Agent, and I am familiar with and accept the duties and obligations of the Registered Agent.

Dated: DECEMBER 29, 1995

Bruce Wishnov
Bruce Wishnov, D.O.

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JAN - 2 AUG 51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA