

JAN.26.1996 9:35AM STRAWN MORRIS COHEN

NO.371 P.1

TO: DIVISION OF CORPORATIONS FROM: STRAWN & MORRIS, P.A.  
TALLAHASSEE, FL 32399 54 NE 4TH AVE  
STATE OF FLORIDA DEBRAY BEACH FL 33486  
409 EAST GAINES STREET  
194  
TALLAHASSEE, FL 32399 CONTACT: JOEL T. STRAWN OR AUDY R.  
JOHNSTON  
FAX: (904) 922-4000 PHONE: (407) 278-9400  
FAX: (407) 278-9462  
(((H96000001274))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION  
OR P.A.

NAME: ASSOCIATED DOCTORS, INC.  
FAX AUDIT NUMBER: H96000001274 CURRENT STATUS: REQUESTED  
DATE REQUESTED: 01/26/1996 TIME REQUESTED: 09:12:49  
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DIVISION OF CORPORATIONS

H96000001274

**ARTICLES OF INCORPORATION  
OF  
ASSOCIATED DOCTORS, INC.**

The undersigned incorporator does hereby make, subscribe, file and acknowledge these Articles of Incorporation for the purpose of organizing a professional service corporation under the Florida Business Corporation Act (the "Act") for the purpose of rendering professional services, as defined in the Act.

**ARTICLE I  
NAME**

The name of this Corporation is:

ASSOCIATED DOCTORS, INC.

**ARTICLE II  
PURPOSE**

This Corporation is organized for the purpose of rendering healthcare services and for transacting any or all lawful business related or incidental thereto.

**ARTICLE III  
CAPITAL STOCK**

This Corporation is authorized to issue Three Thousand Five Hundred (3,500) shares of 1/10 of One Dollar (\$.10) per value common stock.

**ARTICLE IV  
ISSUANCE, TRANSFER, REDEMPTION OF SHARES**

The issuance, transfer, and redemption of shares of stock of the Corporation is governed and subject to the terms of a Shareholders Agreement by and between the Corporation and its Shareholders, incorporated herein by reference, a copy of which shall be kept at the principal office of the Corporation.

Prepared by: Jeffrey L. Cohen, Esq.  
Bar No. 703966  
Strawn, Monaghan & Cohen, P.A.  
54 N.E. 4th Avenue  
Delray Beach, FL 33484  
(407) 278-9400

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**ARTICLE V  
PRINCIPAL OFFICE/MAILING ADDRESS OF CORPORATION**

The principal office and mailing address of this corporation is:

16244 S. Military Trail  
Suite 710  
Delray Beach, FL 33048-6505

**ARTICLE VI  
INITIAL REGISTERED OFFICE AND AGENT**

The initial registered agent and the street address of the initial registered office of this Corporation in the State of Florida is:

David Ijac, M.D.  
16244 S. Military Trail  
Suite 710  
Delray Beach, FL 33048-6505

**ARTICLE VII  
INCORPORATOR**

The name and street address of the Incorporator is:

David Ijac, M.D.  
16244 S. Military Trail  
Suite 710  
Delray Beach, FL 33048-6505

**ARTICLE VIII  
INITIAL BOARD OF DIRECTORS**

This corporation shall have two (2) Directors initially. The names and addresses of the initial Directors of this corporation are:

<u>Name</u>	<u>Address</u>
David Neuman, M.D.	16244 S. Military Trail Suite 710 Delray Beach, FL 33048-6505
David Ijac, M.D.	16244 S. Military Trail Suite 710 Delray Beach, FL 33048-6505

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**ARTICLE IX  
INDEMNIFICATION**

The corporation shall indemnify any officer or Director, or any former officer or Director, to the full extent permitted by law.

**ARTICLE X  
AMENDMENT TO BYLAWS**

Any amendment or changes to the Bylaws of the Corporation by action of the Shareholders shall require the approval of not less than Seventy-Five percent (75%) of the Shareholders of the Corporation plus one Founding Shareholder, as defined in the Shareholder Agreement.

IN WITNESS WHEREOF, I have hereunto subscribed my hand and seal this 26<sup>th</sup>

day of January, 1996.

INCORPORATOR

DAVID IJAC, M.D.

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TALLAHASSEE FLORIDA

THE UNDERSIGNED, named as the registered agent in Article VI of these Articles of Incorporation, hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under, the Florida Business Corporation Act, including specifically Section 607.0605.

REGISTERED AGENT:

DAVID IJAC, M.D.

BY: [Signature]

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TALLAHASSEE, FL 32399 DELRAY BEACH FL 33403-  
CONTACT: JOEL T. STRAWN OR AUDY R.

JOHNSTON  
FAX: (904) 922-4000

PHONE: (407) 278-9400  
FAX: (407) 278-9462

(((H96000008491))) DOCUMENT TYPE: BASIC AMENDMENT  
NAME: ASSOCIATED DOCTORS, INC.  
FAX AUDIT NUMBER: H96000008491 CURRENT STATUS: REQUESTED  
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**ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
ASSOCIATED DOCTORS, INC.**

The following provision of the Articles of Incorporation of ASSOCIATED DOCTORS, INC., a Florida corporation ("Corporation"), filed with the Department of State on January 26, 1996, Charter Number P96000008395 be, and it is hereby, amended as shown below:

1. Article IX of the Articles of Incorporation of this Corporation is amended to read in its entirety as follows:

**\*ARTICLE IX  
INDEMNIFICATION**

The corporation shall indemnify any officer or Director, or any former officer or Director, to the fullest extent permitted by law, for damages, losses costs and claims, including reasonable attorneys fees, arising in connection with such officer's or director's actions or inactions performed in good faith within the scope of his or her duties on behalf of the Corporation."

2. Article X of the Articles of Incorporation of this Corporation is deleted in its entirety.

The foregoing amendment was adopted by a Corporate Action by all the Directors and all the Shareholders of this Corporation, dated June 6, 1996.

IN ALL OTHER RESPECTS, I ratify and confirm all of the provisions of these Articles of Incorporation dated January 24, 1996 and filed on January 26, 1996.

Prepared by: Jeffrey L. Cohen, Esq.  
Bar No. 703966  
Strawn, Monaghan & Cohen, P.A.  
54 Northeast Fourth Avenue  
Delray Beach, FL 33483  
(561) 278-9400

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JUN 10 1996 11:14AM STRAIN MORRIS COHEN

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IN WITNESS WHEREOF, the undersigned, being the President of this Corporation, has executed these Articles of Amendment as of June 17, 1996.

By: [Signature] M.D. President  
David Ijac, M.D., President

STATE OF FLORIDA )

COUNTY OF PALM BEACH ) ss

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared David Ijac, M.D., who is personally known to me or who has produced a driver's license as identification and who did not take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 17th day of June, 1996.



MARJORIE KENNEDY  
My Commission OC401377  
Expires Aug. 18, 1998  
Bonded by HAI  
800-426-1888

[Signature]  
Notary Public

Print Name: Marjorie Kennedy

My commission expires: 8/18/98

nk K:\WORK\OTHER\CM1704\BUYINARTICLES.AME  
June 7, 1996

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