

P96000010392

**CAPITAL CONNECTION, INC.**

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-0870  
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 \$ \_\_\_\_\_

RE: Arthritis And Rheumatoid  
Disease. SPECTER-HAY, P.A.

RECEIVED  
TALLAHASSEE, FLORIDA

☒ Capital Express™  
☒ Art. of Inc. File \_\_\_\_\_  
\_\_\_\_\_  
☐ Corp. Record Search \_\_\_\_\_  
\_\_\_\_\_  
☐ Ltd. Partnership File \_\_\_\_\_  
\_\_\_\_\_  
☐ Foreign Corp. File \_\_\_\_\_  
☒ ( ) Cert. Copy(s) \_\_\_\_\_

\_\_\_\_\_  
Art. of Amend. File \_\_\_\_\_  
Dissolution/Withdrawal \_\_\_\_\_  
C U S- \_\_\_\_\_  
Fictitious Name File \_\_\_\_\_

100004710971  
-02/09/96-01012-DUL  
\*\*\*\*122.50 \*\*\*\*122.50

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

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

RECEIVED  
96 FEB -1  
PM 12:55  
DIVISION OF  
CORPORATION

REQUEST \_\_\_\_\_ TAKEN \_\_\_\_\_ CONFIRMED \_\_\_\_\_ APPROVED \_\_\_\_\_  
DATE 2/1/96 \_\_\_\_\_  
TIME 12:30 \_\_\_\_\_ CK No. \_\_\_\_\_  
BY CD \_\_\_\_\_

WALK-IN  
Will Pick Up \_\_\_\_\_

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

ARTICLES OF INCORPORATION  
OF  
ARTHRITIS AND RHEUMATIC DISEASE SPECIALTIES, P.A.

FILED  
96 FEB -1 AM 8:43  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the professional corporation is ARTHRITIS AND RHEUMATIC DISEASE SPECIALTIES, P.A. (the "Professional Association").

ARTICLE II - PURPOSE

The Professional Association is organized for the specific purpose of practicing medicine and transacting any or all lawful business for a professional corporation for profit organized under the Florida Professional Service Corporation Act of the State of Florida.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which the Professional Association shall have the authority to issue is 1,000 shares of Common Stock, par value \$.01 per share.

#### ARTICLE IV - INITIAL REGISTERED AGENT

The mailing and street address of the initial registered office of this Professional Association is JAY A. MARTUS, ESQ., 4651 Sheridan Street, Suite 400, Hollywood, Florida 33021.

#### ARTICLE V - PRINCIPAL OFFICE ADDRESS

The mailing and street address of the principal office of this Professional Association is 4651 Sheridan Street, Suite 400, Hollywood, Florida 33021.

#### ARTICLE VI - INITIAL BOARD OF DIRECTORS

The Professional Association shall have one (1) initial director. The number of directors may be either increased or decreased from time to time as provided in the Professional Association's Bylaws, but shall never be less than one (1). The name and address of the initial director of this Professional Association is:

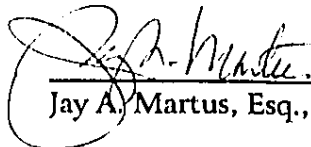
Gilbert Drozdow, M.D.  
590 Golden Beach Drive  
Golden Beach, Florida 33160

ARTICLE VII - INCORPORATOR

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

Jay A. Martus, Esq.  
4651 Sheridan Street  
Suite 400  
Hollywood, Florida 33021

IN WITNESS WHEREOF, the undersigned Incorporator has executed these  
Articles of Incorporation this 31st day of January, 1996.

  
\_\_\_\_\_  
Jay A. Martus, Esq., Incorporator

CERTIFICATE DESIGNATING THE ADDRESS  
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED

96 FEB -1 AM 8:43  
SECTION 607.0505, FLORIDA  
TALLAHASSEE, FLORIDA

WITNESSETH:

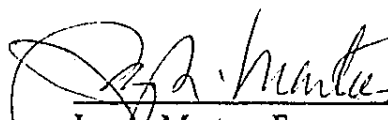
That ARTHRITIS AND RHEUMATIC DISEASE SPECIALTIES, P.A. (the  
"Professional Association"), desiring to organize under the laws of the State of Florida,  
has named JAY A. MARTUS, ESQ. as its agent to accept service of process within this  
state.

Jay A. Martus, Esq.  
4651 Sheridan Street  
Suite 400  
Hollywood, Florida 33021

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the Professional  
Association, at the place designated in this Certificate, I hereby agree to act in this  
capacity, and further, agree to comply with the provisions of all statutes relative to the  
proper and complete performance of my duties, and accept the duties and obligations of  
Section 607.0505, Florida Statutes.

Dated this 31st day of January, 1996.

  
Jay A. Martus, Esq.  
Registered Agent

# P96000010392

**CAPITAL CONNECTION, INC.**  
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 FAX (904) 222-1222

NAME \_\_\_\_\_  
 FIRM \_\_\_\_\_  
 ADDRESS \_\_\_\_\_  
 PHONE ( ) \_\_\_\_\_

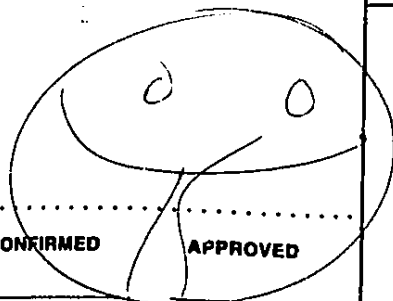
Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
 One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

4/10/97  
 DOH  
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 W.P. Vermyer



REQUEST \_\_\_\_\_ TAKEN \_\_\_\_\_ CONFIRMED \_\_\_\_\_ APPROVED \_\_\_\_\_  
 DATE 4/10/97  
 TIME 2:30  
 BY CD CK No. \_\_\_\_\_

WALK-IN  
 Will Pick Up \_\_\_\_\_

RE: Arthritis And Rheumatic Disease Specialties  
P.A.

	C.O. FEE.	DISBURSED
Capital Express™		
Art. of Inc. File		
Corp. Record Search	04/22/97-01078-013	
Ltd. Partnership File	04/22/97-01078-013	
Foreign Corp. File	04/22/97-01078-013	
( ) Cert. Copy(s)		
Art. of Amend. File		
Dissolution/Withdrawal		
CUB- After Noted.		
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

FEF.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

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.

RECEIVED  
 APR 10 PM 3:53  
 TALLAHASSEE  
 DIVISION OF  
 CORPORATE  
 FINANCE

**ARTICLES OF AMENDMENT  
TO THE ARTICLES OF INCORPORATION OF  
ARTHRITIS AND RHEUMATIC DISEASE SPECIALTIES, P.A.**

**FILED**  
**97 APR 10 PM 1:56**  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The corporation whose Articles of Incorporation are amended by these Articles of Amendment was originally incorporated pursuant to Chapter 621, Florida Statutes, effective February 1, 1996 under Document No. P96000010392.

Pursuant to the provisions of Section 607.1006, Florida Statutes, the Articles of Amendment to the Articles of Incorporation of ARTHRITIS AND RHEUMATIC DISEASE SPECIALTIES, P.A. (the "Corporation") are as follows:

1. The name of the Corporation is Arthritis and Rheumatic Disease Specialties, P.A.

2. The Articles of Amendment to the Articles of Incorporation were adopted by the sole director and the sole shareholder of the Corporation on April 8, 1997, in the manner prescribed by Section 607.1003, Florida Statutes, as follows:

RESOLVED, that Article I and Article II of the Articles of Incorporation of the Corporation are hereby authorized to be amended in their entirety to read as follows, effective April 10, 1997:

**ARTICLE I - NAME**

The name of the corporation shall be Arthritis and Rheumatic Disease Specialties, Inc. (the "Corporation"), and its principle place of business, unless and until relocated, shall be located at 4651 Sheridan Street, Suite 400, Hollywood, Florida 33021.

**ARTICLE II - PURPOSE**

The Corporation is organized for the purpose of transacting any or all lawful business for corporations organized under The Florida Business Corporation Act of the State of Florida.

3. The foregoing Articles of Amendment to the Articles of Incorporation of Arthritis and Rheumatic Disease Specialties, P.A. shall be effective as of April 10, 1997.

**CORPORATION:**

**ARTHRITIS AND RHEUMATIC  
DISEASE SPECIALTIES, P.A.**

Date: April 8, 1997

By: *Gilbert Drozdow*  
Gilbert Drozdow  
President and Secretary

STATE OF FLORIDA

)

) ss:

COUNTY OF BROWARD

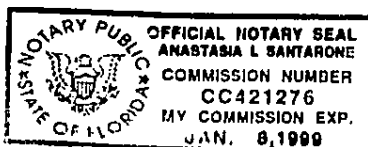
)

I HEREBY CERTIFY that on this date the foregoing document was acknowledged before me by GILBERT DROZDOW, President and Secretary of ARTHRITIS AND RHEUMATIC DISEASE SPECIALTIES, P.A. (the "Corporation"), who is personally known to me or who has produced \_\_\_\_\_ as identification and who did/did not take an oath. He executed the foregoing Articles of Amendment to the Articles of Incorporation of the Corporation in his capacity as President, sole shareholder and sole director of the Corporation, pursuant to a written consent of the sole shareholder and sole director of the Corporation, dated April 8, 1997, adopting the foregoing Articles of Amendment to the Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Broward County, Florida, this 8th day of April, 1997.

My Commission Expires:

*Anastasia L. Santarone*  
Anastasia L. Santarone  
Notary Public, State of Florida at Large






### CERTIFICATE OF OFFICER

GILBERT DROZDOW, President and Secretary of ARTHRITIS AND RHEUMATIC DISEASE SPECIALTIES, P.A., certifies as follows:

1. the foregoing Articles of Amendment to the Articles of Incorporation of ARTHRITIS AND RHEUMATIC DISEASE SPECIALTIES, P.A. were adopted pursuant to a written consent of the sole shareholder and the sole director, dated April 8, 19967, to be effective as of April 10, 1997; and,
2. I am the sole sharcholder and the sole director of the Corporation and have executed the foregoing Articles of Amendment to the Articles of Incorporation on behalf of the Corporation.

  
\_\_\_\_\_  
Gilbert Drozdow  
President and Secretary

**CORPORATE ACTION BY THE SOLE SHAREHOLDER  
AND SOLE DIRECTOR OF  
ARTHRITIS AND RHEUMATIC DISEASE SPECIALTIES, P.A.  
WITHOUT A MEETING**

The undersigned, being the sole shareholder and sole director of ARTHRITIS AND RHEUMATIC DISEASE SPECIALTIES, P.A. (the "Corporation"), a corporation organized and existing under the laws of the State of Florida, does hereby unanimously agree, consent to, adopt and order the following corporate action, without a meeting, without prior notice, and without a vote:

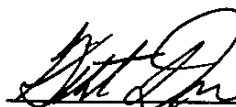
1. The undersigned waives all formal requirements, including the necessity of holding a formal meeting, and any requirement that notice of the meeting be given.
2. The following resolutions are hereby adopted and approved, effective as of April 10, 1997:

**RESOLVED**, that the Corporation's Articles of Incorporation be specifically amended, as of April 10, 1997, in the form of the Articles of Amendment to the Articles of Incorporation, attached to this action as Exhibit A; and,

**FURTHER RESOLVED**, that the sole officer of the Corporation is authorized to do all things that are necessary or appropriate to cause the Articles of Amendment to the Articles of Incorporation authorized in this action to become effective.

The Sole Shareholder and sole Director has executed this Corporate Action as of April 8, 1997, for the purpose of giving his consent to it.

**SOLE SHAREHOLDER AND DIRECTOR:**

  
\_\_\_\_\_  
Gilbert Drozdow