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2/19/96

FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS

FROM: FAB-T CORP. AGENTS, INC.

DEPARTMENT OF STATE

8405 NW 53RD ST

STATE OF FLORIDA

BI TE C-100

409 EAST GAINES STREET

MIAMI FL 33166-

TALLAHASSEE, FL 32399

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: PHYSIATRIC ASSOCIATES, INC.

FAX AUDIT NUMBER: H96000002353

CURRENT STATUS: REQUESTED

DATE REQUESTED: 02/19/1996

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF**

The undersigned incorporator to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I**

**NAME**

The name of this corporation shall be **PHYSIATRIST ASSOCIATES, INC.**

**ARTICLE II**

**NATURE OF BUSINESS**

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE III**

**CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having \$0.01 par value.

**ARTICLE IV**

**TERM OF EXISTENCE**

The corporation shall exist in perpetuity.

**PREPARED BY : JONATHAN D. GERTNER  
820 JOHNSON ST  
HOLLYWOOD FL 33019**

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**ARTICLE V**

**INITIAL PRINCIPAL OFFICE**

The initial street address of the principal office of this corporation in the State of Florida shall be 820 JOHNSON STREET, HOLLYWOOD, FL 33019

**ARTICLE VI**

**INITIAL REGISTERED AGENT AND OFFICE**

The Initial Registered Agent and Office of this corporation shall be:

JONATHAN D. GERTNER  
820 JOHNSON STREET  
HOLLYWOOD FL 33019

**ARTICLE VII**

**DIRECTORS**

- A Each member of the Board of Directors shall be at least eighteen (18) years of age.
- B The corporation shall have one (1) director initially and the number of directors may be increased or decreased pursuant to the Bylaws.

**ARTICLE VIII**

**INITIAL DIRECTORS**

The name and address of the members of the initial Board of Directors shall be:

<u>Name</u>	<u>Address</u>
JONATHAN D. GERTNER	820 JOHNSON STREET HOLLYWOOD FL 33019

**ARTICLE IX**  
**INCORPORATOR**

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

**JONATHAN D. GERTNER**  
**820 JOHNSON STREET**  
**HOLLYWOOD FL 33019**

**ARTICLE X**  
**AMENDMENT**

The board of Directors may amend any part of the Articles of Incorporation, without shareholder action, including but not limited to the amendments permitted under 607.1002 of the Florida Business Corporation Act.

**ARTICLE XI**  
**SPECIAL ELECTION**

The corporation expressly elects not to be governed by either 607.0901 or 607.0902 of the Florida Business Corporation Act, as each may be amended from time to time, relating to affiliated transactions and control share acquisitions.

**ARTICLE XII**  
**PRE-EMPTIVE RIGHTS**

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares a shareholder holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of this issue of shares, and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of

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Incorporation this 16 day of FEBRUARY, 1996.

  
JONATHAN D. GERTNER, Incorporator

STATE OF FLORIDA

COUNTY OF DADE

The foregoing instrument was acknowledged before me this 16 day of FEBRUARY, 1996, by JONATHAN D. GERTNER, who is personally known to me or who has produced JONATHAN D. GERTNER as identification and who did (did not) take an oath.

  
SIGNATURE OF NOTARY

PATRICIA FAUTEUX  
PRINTED NAME OF NOTARY

NOTARY PUBLIC  
STATE OF FLORIDA  
My Comm Exp 3/23/96  
COMM NBR CC188582

COMMISSION EXPIRES

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**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT AND REGISTERED OFFICE**

Pursuant to the provisions of Sections 48.091, 607.0501 and 607.0505, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent, in the State of Florida.

- 1 The name of the corporation is: **PHYSIATRIST ASSOCIATES, INC.**
- 2 The name and address of the registered agent and office is:

**JONATHAN D. GERTNER  
820 JOHNSON STREET  
HOLLYWOOD FL 33019**

by:

  
**JONATHAN D. GERTNER, Incorporator**

Dated this 11 day of FEBRUARY, 1996.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF MY POSITION AS REGISTERED AGENT INCLUDING THOSE CONTAINED IN SECTION 607.0505, FLORIDA STATUTES.

Agent

  
**JONATHAN D. GERTNER, Registered**

Dated this 16 day of FEBRUARY, 1996