

STUART, FLORIDA 34995

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February 14, 1996

Secretary of State
Corporate Division
P. O. Box 6327
Tallahassee, FL 32314

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RE: Kaplan Industries, P.A.

Dear Sir/Madam:

Enclosed is an original and copy of the Articles of Incorporation and an original Certificate Designating Registered Agent for the above-referenced corporation. In addition, a check in the amount of \$122.50 is enclosed and represents the following fees:

Certification	\$ 52.50
Filing Fee	20.00
Registered Agent	20.00
Certified Copy	<u>30.00</u>

Total	\$122.50
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Please file the original Articles of Incorporation and return a certified copy to my office in the self-addressed, stamped envelope provided.

Thank you for your assistance in this matter.

Very truly yours,

Craig I. Kelley
Craig I. Kelley

CIK/gmg

Enclosures

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2/22/96

ARTICLES OF INCORPORATION
OF
KAPLAN INDUSTRIES, P.A.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber acknowledges and files in the Office of the Secretary of State of the State of Florida, for the purpose of forming a corporation for profit, in accordance with the laws of the State of Florida, these Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be: Kaplan Industries, P.A.

ARTICLE II - NATURE OF THE BUSINESS

This corporation may engage and transact any and all lawful business for which corporations may be incorporated and any lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

Without in any way limiting any of the objects or powers of the corporation, it is expressly declared and provided that the corporation, to carry out its business, or for the purpose of accomplishing any of the objects hereinabove mentioned, shall have the power to make and perform contracts of any kind or description, to do any and all others acts and things, and to exercise any and all powers, either as principal, agent or broker, conferred by the laws of the State of Florida, upon corporations formed under the laws of said state, and which now or may hereinafter be authorized by law.

ARTICLE III - CAPITAL STOCK

The authorized capital stock of this corporation shall consist of 100 shares of common stock having no par value.

ARTICLE IV - TERM OF EXISTENCE

The business of the corporation shall commence upon the date that these articles of corporation are filed with the Secretary of State, Division of Corporations, and the corporation shall have perpetual existence.

ARTICLE V - REGISTERED OFFICE AND REGISTERED AGENT

The principal place of business for this corporation shall be 9488 Lake Serena Drive, Boca Raton, FL 33496. The initial registered agent of the corporation shall be Brian K. Kaplan, M.D., located at the initial principal address of the corporation as set forth within this Article.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The corporation shall have one director initially. The number of directors may be increased or decreased from time to time by the By-Laws but shall never be less than one. The name and address of the initial director of this corporation is:

Brian K. Kaplan, M.D.
9488 Lake Serena Drive
Boca Raton, FL 33496

ARTICLE VII - INCORPORATORS

The name and address of the incorporator of this corporation is as follows:

Brian K. Kaplan, M.D.
9488 Lake Serena Drive
Boca Raton, FL 33496

ARTICLE VIII - PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof at the price of which is offered to others.

ARTICLE IX - SPECIAL PROVISION

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE X - BY-LAWS

The By-Laws of this corporation may be adopted, altered, amended or repealed by either the stockholders or the directors.

ARTICLE XI - AMENDMENT

The board of directors and stockholders reserve the right to amend or repeal any provisions contained in these articles of incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 8th day of February, 1996.

Brian K. Kaplan
BRIAN K. KAPLAN, M.D.
FL 143071 650200

STATE OF FLORIDA
COUNTY OF Palm Beach

On this day, personally appeared before me, Brian K. Kaplan, M.D., to me well known and known to me to be the person described

in the foregoing instrument and who acknowledged before me that he executed the same for the purposes therein expressed. A FL Driver's License, Number 7LK1427162020 was presented to me for identification.

WITNESS my hand and office seal this 8 day of Feb, 1996, in the County and State aforesaid.

Denise E Baker
Notary Public, State of Florida

Denise E Baker
Notary's Printed Signature

My Commission Expires:



DENISE E. BAKER
MY COMMISSION # CC290878 EXPIRES
May 31, 1997
BONDED THRU TROY FAIR INSURANCE, INC.

THIS INSTRUMENT PREPARED BY:
Craig I. Kelley, Esquire
GRAZI, GIANINO & COHEN, P.A.
P. O. Box 3846
Stuart, Florida 34994

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CERTIFICATE DESIGNATING REGISTERED AGENT
AND ACCEPTANCE BY REGISTERED AGENT

In compliance with Florida Statutes, Section 48.091, the following is submitted in compliance with said act:

THAT KAPLAN INDUSTRIES, P.A., has designated BRIAN K. KAPLAN, M.D., at 9488 Lake Serena Drive, Boca Raton, FL 33496, to be its agent, to accept service of process within the state.

ACCEPTANCE BY REGISTERED AGENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in its article of incorporation, the undersigned hereby agrees to act in this capacity, and further agrees to provide with the provisions of the Florida General Corporation Act and all statutes relative to the proper and complete discharge of the registered agent's duties.

DATED this 8th day of February, 1996.

Brian K. Kaplan
BRIAN K. KAPLAN, M.D.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA