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ACCOUNT NO. : 07210000003E

REFERENCE : 881458 4340059

AUTHORIZATION :

Patricia T. Pitt

COST LIMIT : \$ 122.50

ORDER DATE : March 14, 1996

ORDER TIME : 10:14 AM

ORDER NO. : 881458

CUSTOMER NO: 4340059

500001743155

CUSTOMER: Toni Clark, Legal Assistant
KELLEY DRYE & WARREN

201 South Biscayne Blvd.
Suite 2400
Miami, FL 33131-2399

DOMESTIC FILING

NAME: CARY J. HOFFMAN, M.D., P.A.

EFFECTIVE DATE:

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: LYDIA LOTT

EXAMINER'S INITIALS:

96 MAR 14 10 11 AM 1996
FILED
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

T. BROWN MAR 15 1996

ARTICLES OF INCORPORATION

OF

CARY J. HOFFMAN, M.D., P.A.

FILED
96 MAR 14 AM 7:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned incorporator, hereby make, acknowledge and file these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name and principal address of this Corporation shall be:

CARY J. HOFFMAN, M.D., P.A.
2687 North Ocean Blvd.
Building G-303
Boca Raton, Florida 33431

ARTICLE II

NATURE OF BUSINESS

The general purpose for which this Corporation is organized is to engage in the practice of medicine in the State of Florida.

ARTICLE III

AUTHORIZED SHARES

The Corporation shall be authorized to create and issue and have outstanding at any time, a maximum of 10,000 shares of Common Stock having a par value of \$0.01 per share.

ARTICLE IV

TERM OF EXISTENCE

The term of this Corporation shall commence with the filing of these Articles of Incorporation. The Corporation shall exist perpetually unless dissolved according to law.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation in the State of Florida shall be:

c/o Kelley Drye & Warren
201 South Biscayne Blvd., Suite 2400
Miami, Florida 33131

The name of the initial registered agent of this Corporation at that address shall be:

Phillip M. Hudson, III

ARTICLE VI

BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors, which shall consist of one (1) member. The number of directors may be increased or decreased by the shareholders as provided in the Bylaws of the Corporation.

ARTICLE VII

DIRECTORS - NAMES AND STREET ADDRESSES

The name and street address of the initial member of the first Board of Directors who shall hold office until his successor shall have been duly elected or appointed and has qualified are as follows:

<u>Name</u>	<u>Street Address</u>
Cary J. Hoffman, M.D.	2687 North Ocean Blvd. Building G-303 Boca Raton, Florida 33431

ARTICLE VIII

INCORPORATOR

The name and street address of the incorporator signing these Articles of Incorporation are as follows:

Name

Street Address

Phillip M. Hudson, III

c/o Kelley Drye & Warren
201 South Biscayne Blvd.
Suite 2400
Miami, Florida 33131

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Miami, Florida, for the uses and purposes aforesaid, this 13th day of March, 1996.

Phillip M. Hudson, III, Incorporator

**DESIGNATION AND ACCEPTANCE
OF
REGISTERED AGENT**

96 MAR 16 AM 7:51
FILED
TALLAHASSEE, FLORIDA

In pursuance of Section 48.091 and Chapter 607, Florida Statutes, CARY J. HOFFMAN, M.D., P.A., having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at c/o Kelley Drye & Warren, 201 South Biscayne Blvd., Suite 2400, Miami, Florida 33131, has named Phillip M. Hudson, III, located thereat as its registered agent to accept service of process within this state.

By: _____
Phillip M. Hudson, III
Incorporator

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby accept the appointment to act in this capacity, and agree to comply with the laws of Florida applicable thereto.

By: _____
Phillip M. Hudson, III
Registered Agent