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((H96000005083))) E DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: MARC KLEIN M.D., P.A.

FAX AUDIT NUMBER: H90000005903

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
MARC KLEIN, M.D., F.A.

The undersigned to these Articles of Incorporation, being duly licensed to practice Medicine under the Laws of the State of Florida, adopts these Articles to form a corporation under the Professional Service Act, F.S. Chapter 621, and other laws of the State of Florida, adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the professional service corporation is:

MARC KLEIN, M.D., F. A.

EFFECTIVE DATE
5-1-96

ARTICLE II. COMMENCEMENT OF EXISTENCE

The existence of the corporation shall be perpetual and shall commence on May 1, 1996.

ARTICLE III. PURPOSE

This corporation is formed for the purpose of engaging in every phase and aspect of the practice of medicine and related activities, and may engage in any activity or business permitted under the laws of the United States and Florida pursuant to F.S. Chapter 621. In addition, the corporation may invest the funds of the corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and may own real and personal property necessary for the rendering of professional services.

ARTICLE IV. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 100 shares of common stock having a par value of \$1.00 per share. The consideration to be paid for each share shall be fixed by the board of directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed or to be performed for the benefit of the corporation. Each issued and outstanding stock shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of the shareholders.

None of the shares of the professional service corporation may be issued to anyone other than an individual duly licensed to practice medicine in the State of Florida.

JOHN F. JANKOWSKI
FL Bar #833533
1200 S. PINE ISLAND RD
SUITE # 200
PLANTATION, FL 33324
(305) 370.1028

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ARTICLE V. INITIAL PRINCIPAL OFFICE AND REGISTERED AGENT

The street and mailing address of the initial principal office of the corporation is 2217 North University Drive, Pembroke Pines, Florida 33024. The name of the corporation's initial registered agent is Marc Klein, whose address is 2217 North University Drive, Pembroke Pines, Florida 33024.

ARTICLE VI. INITIAL BOARD OF DIRECTORS AND OFFICERS

The corporation shall have one (1) director(s) initially. The number of directors may be increased from time to time, as provided in the bylaws, but shall never be less than one. The name of the initial director is:

Marc Klein, M.D.

The initial officer(s) is/are:

President/Secretary - Marc Klein, M.D.

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator is:

Marc Klein, M.D.
2217 North University Drive, Pembroke Pines, Florida 33024

ARTICLE VIII. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE IX. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the board of directors. Thereafter, every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

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ARTICLE X. PREEMPTIVE RIGHTS

Each shareholder of the Corporation shall have the right, upon the sale for cash or otherwise, of any new stock of the Corporation or of any stock of the Corporation held by it in its treasury or otherwise, of the same or any other kind, class or series as that which each existing shareholder already holds, to purchase his/her pro rata or any other share of such stock at the same price at which it is offered to others or any other price.

ARTICLE XI. RESTRAINT ON ALIENATION OF SHARES

The shareholders of the professional service corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of the shareholders of the professional service corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the professional service corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details of the disposition, shall be determined by the shareholders of the professional service organization; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of the professional service corporation may sell or transfer stock in the corporation except to another individual who is eligible to be a shareholder of the professional service corporation, and the sale or transfer may be made only after it has been approved at a shareholder meeting especially called for that purpose. If any shareholder becomes legally disqualified to practice medicine in the State of Florida, is elected to a public office, or accepts employment that places restrictions or limitations on the continuous rendering of such professional services, that shareholder's share of stock shall immediately become subject to purchase by the professional service corporation in accordance with the bylaws adopted by the shareholders.

ARTICLE XII. INDEMNIFICATION

In addition to any rights and duties under applicable law, the Corporation shall indemnify and hold harmless all its directors, officers, employees and agents, and former directors, officers, employees and agents from and against all liabilities and obligations, including attorneys fees, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees and agents in their capacity as such except for willful misconduct or gross negligence.

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IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 26th day of April, 1996.

Marc Klein
MARC KLEIN, M.D.

STATE OF FLORIDA)
COUNTY OF) ss:

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgements, personally appeared Marc Klein, M.D. to me well known or who has produced FL Driver's License as personal identification and who did take an oath and who executed the foregoing document and acknowledged before me that he executed the same.

WITNESS my hand and official seal in the county and state last aforesaid this 26th day of April, 1996.

 JOHN F. JANKOWSKI, JR.
My Commission Expires Mar. 08, 1998
Bonded by NAJ
000-420-1000

John F. Jankowski
NOTARY PUBLIC, State of Florida
Print Name: John F. Jankowski
Serial No: _____

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as Registered Agent for MARC KLEIN, M.D., F.A., in the foregoing Articles of Incorporation, I, MARC KLEIN, M.D., hereby agree to accept service of process for said corporation and to comply with all Statutes relative to the complete and proper performance of the duties of Registered Agent of which I am familiar.

BY: Marc Klein
MARC KLEIN

Prepared By
John F. Jankowski, Esquire
1200 S. Pine Island Road
Suite 220
Plantation, Florida 33324

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TALLAHASSEE, FLORIDA

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