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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: RICHARD M. RUBENSTEIN, M.D., P.A.

FAX AUDIT NUMBER: H96000006716

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**ARTICLES OF INCORPORATION  
OF  
RICHARD M. RUBENSTEIN, M.D., P. A.**

④  
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 TALLAHASSEE, FLORIDA

The undersigned subscriber 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 Corporation Act, F.S. Chapter 621, and other laws of the State of Florida.

**ARTICLE I -- NAME**

The name of the professional service corporation is RICHARD M. RUBENSTEIN, M.D., P. A.

**ARTICLE II -- PRINCIPAL OFFICE**

The principal office and mailing address of this corporation is:

5365 W. Atlantic Ave.  
Suite 504  
DeWay Beach, FL 33484

**ARTICLE III -- PURPOSE**

The professional service corporation is formed to engage in every phase and aspect of the practice of medicine. In addition, the corporation may invest the funds of the professional service corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and own real and personal property necessary for the rendering of professional services.

**ARTICLE IV -- TERM OF EXISTENCE**

The professional service corporation shall have perpetual existence starting on the date of these Articles of Incorporation are filed with the Florida Department of State.

H96000006716

Robert Skolnick, Esq.  
Florida Bar No. 473490  
Kupfer, Kupfer & Skolnick, P. A.  
1700 University Drive, Coral Springs, Florida 33071  
(305) 755-3600

**ARTICLE IV -- TERM OF EXISTENCE**

The professional service corporation shall have perpetual existence starting on the date of these Articles of Incorporation are filed with the Florida Department of State.

**ARTICLE V -- CAPITAL STOCK**

The capital stock of the professional service corporation shall be one thousand (1,000) shares of common stock having a par value of \$1.00 per share.

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.

**ARTICLE VI -- REGISTERED OFFICE AND AGENT**

The address of the initial registered office of this professional service corporation is 5365 W. Atlantic Ave., Suite 504, Delray Beach, Florida 33484. The name of the initial registered agent at that address is RICHARD M. RUBENSTEIN, M.D.

**ARTICLE VII -- BOARD OF DIRECTORS**

The business of the corporation shall be managed by its Board of Directors. The initial Board of Directors shall consist of one (1) member. The name and address of the member of the first Board of Directors is:

Richard M. Rubenstein, M. D.  
5365 W. Atlantic Ave., Suite 504  
Delray Beach, FL 33484

**ARTICLE VIII -- SUBSCRIBER**

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

Richard M. Rubenstein, M. D., 5365 W. Atlantic Ave., Suite 504, Delray Beach, FL 33484.

**ARTICLE IX -- 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

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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 corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provision 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 shares of stock shall immediately become subject to purchase by the professional service corporation in accordance with the bylaws adopted by the shareholders.

#### ARTICLE X -- AMENDMENT

The corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber executed these Articles of Incorporation on the 21 day of May, 1996.

Richard Rubenstein  
RICHARD M. RUBENSTEIN, M.D., Incorporator

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TALLAHASSEE, FLORIDA

#### ACKNOWLEDGMENT:

Having been named initial registered agent for the above-stated corporation, at the initial registered office designated, I hereby accept to act in this capacity and agree to comply with the provisions of Chapter 607, Florida Statutes, relative to keeping open said office.

Richard Rubenstein  
RICHARD M. RUBENSTEIN, Registered Agent

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