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TALLAHASSEE, FL 32301-1007
1-22-71
104-22-1931A
800-342-0866
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PRESTIGE HOME
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 031570 6099A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUL 25 PM 12:49

ORDER DATE : July 25, 1996

ORDER TIME : 10:09 AM

ORDER NO. : 031570

CUSTOMER NO: 6099A

000001904083
-07/25/96--01063--019
****122.50 ****122.50

CUSTOMER: Martin V. Katz, Esq
MOYLE FLANIGAN KATZ FITZGERALD
& SHEEHAN
625 N. flagler Drive, 9th Floor
P. O. Box 3888
West Palm Beach, FL 33401

DOMESTIC FILING

NAME: REHABILITATION AND PAIN
PHYSICIANS OF SOUTH FLORIDA,
P.A.

EFFECTIVE DATE:

☒ ARTICLES OF INCORPORATION
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY
☐ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Michelle Bailey

EXAMINER'S INITIALS:

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95 JUL 25 PM 11:14
DIVISION OF CORPORATIONS

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7/25/96

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 JUL 25 PM 12:49

ARTICLES OF INCORPORATION
OF REHABILITATION AND PAIN
PHYSICIANS OF SOUTH FLORIDA, P.A.

The undersigned natural person, competent and licensed to practice medicine in the State of Florida, acting hereby as Incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of Section 607, Florida Business Corporation Act, and Section 621, Florida Professional Service Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

I

NAME OF CORPORATION, PRINCIPAL OFFICE
AND MAILING ADDRESS

The name of this Corporation shall be Rehabilitation and Pain Physicians of South Florida, P.A. The principal office and mailing address of this Corporation shall be 20101 Glenmoor Drive, West Palm Beach, Florida 33409.

II

PURPOSE

The general nature and purpose of business to be transacted, promoted and carried on by the Corporation are as follows:

a) To engage in every phase and aspect of the business of rendering the same professional services to the public that a medical doctor, duly licensed under the laws of the State of Florida is authorized to render.

b) To engage and render the professional services involved only through its officers, agents and employees who shall be medical doctors in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

c) To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.

d) To engage in no other business other than the rendition of the professional services specified herein.

e) To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

III

CAPITAL STOCK

A. The maximum number of shares of stock that the Corporation is authorized to have outstanding at any time shall be 1,000 shares of common stock at one cent (\$0.01) per share par value.

B. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

C. Shares of the Corporation's stock and certificates shall be issued only to medical doctors in good standing and duly licensed or otherwise legally authorized, within the State of Florida to render the same professional services as this Corporation.

IV

DURATION

The Corporation shall have perpetual existence.

V

REGISTERED AGENT

The address of this Corporation's initial registered office is 20101 Glenmoor Drive, West Palm Beach, Florida 33409 and the name of its initial registered agent at said address is DENISE GONZALEZ, M.D.

VI

INCORPORATOR

The name and address of the Incorporator is as follows:
DENISE GONZALEZ, M.D., 20101 Glenmoor Drive, West Palm Beach,
Florida 33409.

VII

BOARD OF DIRECTORS

The Corporation shall have a Board of Directors consisting of two (2) persons. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders but shall never be less than one. The names and addresses of the initial Directors of this Corporation are:

J. Guillermo Rodriguez, M.D., 20101 Glenmoor Drive, West Palm Beach, Florida 33409 and Denise Gonzalez, M.D., 20101 Glenmoor Drive, West Palm Beach, Florida 33409.

VIII

INFORMAL SHAREHOLDER ACTION

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action in a meeting and filed with the Secretary of the Corporation as part of the corporate records.

IX

SEVERANCE AND TERMINATION OF EMPLOYMENT

If any officer, director, stockholder, agent or employee of this Corporation becomes legally disqualified to render the professional services for which the Corporation is organized, or accepts employment that places restrictions or limitations on his

continued rendering of such professional services, he shall forthwith sever all employment with the Corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the Corporation on account of professional services. The Corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him by the Corporation, except that such shares shall not be entitled to dividends.

X

INFORMAL DIRECTOR ACTION

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the Corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

XI

INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

X11

BYLAW AMENDMENT

The power to adopt, alter, amend or repeal the bylaws of this Corporation shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of Florida governing a Professional Service Corporation.

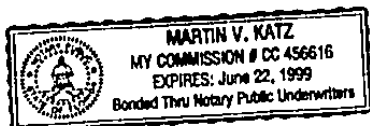
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in the State of Florida, this 24th day of July, 1996.

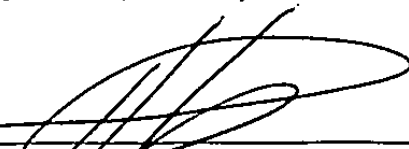

Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared Denise Gonzalez, M.D., who is to me well known to be the person described in and who executed the foregoing Articles of Incorporation as the Incorporator, and she acknowledges to and before me that she executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at West Palm Beach in the County and State aforesaid, this 24 day of July, 1996.




Notary Name
Notary Public
Serial (Commission) Number
(if any):

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 JUL 25 PM 12:49

CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA.
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

THAT REHABILITATION AND PAIN PHYSICIANS OF SOUTH FLORIDA,
P.A., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE
OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF WEST
PALM BEACH, STATE OF FLORIDA HAS NAMED DENISE GONZALEZ, M.D.
LOCATED AT 20101 GLENMOOR DRIVE, WEST PALM BEACH, STATE OF
FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.



DENISE GONZALEZ, M.D.

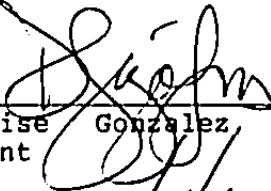
Incorporator

(Title)

7/24/96

(Date)

HAVING BEEN NAMED AS REGISTERED AGENT 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 AM FAMILIAR WITH AND AGREE TO COMPLY WITH THE PROVISIONS
OF ALL STATUTES RELATIVE TO THE PROPERTY AND COMPLETE PERFORMANCE
OF MY DUTIES, INCLUDING THE PROVISIONS OF SECTION 607.0505,
FLORIDA STATUTES.



Denise Gonzalez, M.D., Registered
Agent

7/24/96

(Date)