

P96000064376

1201 HAYS STREET

TALLAHASSEE, FL 32302-2000

(904) 222-0070

(904) 222-0091

800-342-8006



ACCOUNT NO. : 072100000032

REFERENCE : 039531 4303929

AUTHORIZATION :

Patricia Kyguts

COST LIMIT : \$ 131.25

ORDER DATE : August 1, 1996

ORDER TIME : 9:52 AM

ORDER NO. : 039531

CUSTOMER NO: 4303929

700001910417

CUSTOMER: Esther J. Forbes, Legal Asst
GREENBERG TRAUIG HOFFMAN
LIPOFF ROSEN & QUENTEL, P. A.
20th Floor
1221 Brickell Avenue
Miami, FL 33131-3238

DOMESTIC FILING

NAME: R&K, 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
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jennifer Moran

EXAMINER'S INITIALS:

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 AUG -1 PM 1:13
RECEIVED
96 AUG -1 PM 10:57
DIVISION OF CORPORATIONS

8/1/96

**ARTICLES OF INCORPORATION
OF
R&K, M.D., P.A.**

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DIVISION OF CORPORATIONS
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The undersigned, for purposes of forming a professional corporation under the provisions of §607, the Florida Business Corporation Act (1993) and §621 the Professional Service Corporation Act, (1993), adopts the following Articles of Incorporation.

ARTICLE I

The name of this corporation shall be R&K, M.D., P.A. (the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the office of the Corporation is 7421 N. University Drive, Tamarac, Florida 33321.

ARTICLE III

The general purpose for which the corporation is organized is to engage in every aspect of the practice of medicine. The professional services involved in the corporation's practice of medicine may be rendered only through its officers, agents and employees who are duly authorized and licensed to practice medicine in the State of Florida.

The corporation shall not engage in any business other than the practice of medicine. However, the corporation may invest its funds in real estate, mortgages, stocks, bonds and other types of investments, and may own real and personal property necessary for the rendering of the professional services authorized hereby.

ARTICLE IV

The capital stock authorized shall be 1,000 shares, such shares shall be of a single class, and shall have a par value of \$1.00 per share.

ARTICLE V

The street address of the Corporation's initial registered office is 1221 Brickell Avenue, Suite 2100, City of Miami, County of Dade, State of Florida 33131, with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Steven B. Lapidus.

ARTICLE VI

The number of directors constituting the board of directors of the corporation shall be determined in accordance with the Bylaws, but shall not be less than one (1). The names and addresses of the persons who are to serve as the members of the initial board of directors are:

Abraham Rosenberg, M.D.
7421 N. University Drive
Tamarac, FL 33321

Alfred M. Kalman, M.D.
7421 N. University Drive
Tamarac, FL 33321

ARTICLE VII

The name and address of the Incorporator is Steven B. Lapidus, 1221 Brickell Avenue, Suite 2100, Miami, FL 33131.


ARTICLE VIII

This Corporation shall only issue its common stock to an individual who is duly licensed or otherwise legally authorized to render the same specific professional services as those for which the Corporation was incorporated. Shareholders of this Corporation shall not enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his stock.

ARTICLE IX

The corporation shall indemnify each director, officer and shareholder of the corporation against any and all liability and expenses incurred by him/her in connection with or arising out of any action, suit or proceeding in which he/she may be involved, by reason of his/her being or having been an officer, director or shareholder of the corporation to the full extent not prohibited by law.

Executed by the undersigned Incorporator on the 31st day of July, 1996.



STEVEN B. LAPIDUS, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of R&K, M.D., P.A., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.



STEVEN B. LAPIDUS, Registered Agent

Dated: July 31, 1996

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DIVISION OF CORPORATIONS
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CORPORATION INFORMATION
SERVICES, INC.
1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0393 FAX

CSC networks

MAIL TO:
P.O. BOX 5020
TALLAHASSEE, FL 32314

ACCOUNT NO. : 072100000032

REFERENCE : 105-579-0717

AUTHORIZATION :

Patricia Pizutti

COST LIMIT : \$ 87.50

ORDER DATE : JANUARY 22, 1997

ORDER TIME :

ORDER NO. :

CUSTOMER NO.:

S00002064635--7

CUSTOMER:

DOMESTIC FILING

NAME: ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF
R&K, M.D., P.A.

☒ Articles of Amendment

☐ ARTICLES OF INCORPORATION

☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: SUSANA M. ROMAGOSA

EXAMINER'S INITIALS:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 JAN 22 PM 4:29

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Name Change

1/22/97
PC

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
R&K, M.D., P.A.**

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97 JAN 22 PM 4:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, the undersigned Corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of this Corporation is R&K, M.D., P.A. (hereinafter called the "Corporation").
2. Article I of the Corporation's Articles of Incorporation is deleted and replaced by new Article I, as follows:

"ARTICLE I

The name of the Corporation shall be:
ROSENBERG & KALMAN, M.D., P.A."

3. Except as hereby amended, the Articles of Incorporation of the Corporation shall remain the same.
4. The amendments made herein to the Articles of Incorporation of the Corporation were adopted by the unanimous written consent of all of the Shareholders, the number of votes cast for the amendments was sufficient for approval, and all of the Directors of the Corporation on the date of these Articles of Amendment, pursuant to Sections 607.0704 and 607.1003 of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Articles of Amendment, this 30th day of August, 1996.

R&K, M.D., P.A.

By: _____

ABRAHAM ROSENBERG,
President