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8/23/96 FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
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TO: DIVISION OF CORPORATIONS FROM: ACE INDUSTRIES, INC.
DEPARTMENT OF STATE 54 NW 11TH ST
STATE OF FLORIDA
407 EAST GAINES STREET MIAMI FL 33136-28909-0000
TALLAHASSEE, FL 32399 CONTACT: LYNN FRIEDMAN
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((H96000011818)) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: MEDICAL SPECIALTY BOARD, INC.
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

July 31, 1996

MICHAEL S. GROSSMAN, ESQ.
MICHAEL S. GROSSMAN & ASSOCIATES, PA
1646 S. BAYSHORE DR.
COCONUT GROVE, FL 33133

The name MEDICAL SPECIALTY BOARD, INC. has been reserved for 120 days beginning July 31, 1996. The reservation number is R9800003655 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Marie Bartlett

Letter number: 998A00036646

H96-11818
ACE INDUSTRIES, INC.
54 NW 11th Street
Miami, FL 33136
305-358-2571

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ARTICLES OF INCORPORATION
OF

MEDICAL SPECIALTIES BOARD, INC.

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TALLAHASSEE, FLORIDA

We, the undersigned, hereby associated ourselves together for the purpose of becoming a corporation under the laws of the State of Florida providing for the formulation of a corporation for profit, with the powers, rights, privileges and immunities hereinafter mentioned, and we hereby make, subscribe, acknowledge and file with the Secretary of State of Florida these Articles of Incorporation; and to that end we do by these Articles set forth:

1. The name of this corporation is: **MEDICAL SPECIALTIES BOARD, INC.**

2. The general nature of the business and the objects and purpose to be transacted and carried on are to do any and all things allowed and permitted to be done by corporations under the statutes of the State of Florida, and to do any and all of the things hereinafter mentioned as fully and to the same extent as natural persons might or could do, to wit:

(a) To sell and coordinate the terms and relationships between customers;

(b) To build, erect, construct, purchase, hire or otherwise acquire, own, provide, establish, maintain, hold, work, develop, sell, convey, lease, mortgage, exchange, improve and otherwise deal in and dispose of real estate and real property, and all other kinds of property of whatsoever nature, whether real, personal or mixed, or any interests or rights therein without limits as to amounts; to buy, sell, assign,

convey and cancel liens upon personal property and real estate of every kind and nature

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whatsoever; to act as broker or agent for the purchase, sale, leasing and management of real estate and the negotiating of loans thereon; to borrow and lend money and to negotiate loans; to draw, endorse, accept, discount and deliver bills of exchange, promissory notes, bonds, debentures and other negotiable instruments of whatsoever nature, and secure the same by mortgage on its property or otherwise; to issue on commission, subscribe for, take, acquire, hold, exchange and deal in shares, stocks, bonds, obligations or securities of any government or authority, individual or corporation;

(c) To carry on the business of a holding company and to purchase and acquire any mercantile or commercial business, trade or enterprise permitted by the laws of the State of Florida, and to own, hold, operate, maintain, use, sell or otherwise dispose of the same. To enter into or engage in any such business, trade or enterprise;

(d) To make and carry out contracts for building, erecting, improving and repairing buildings, structures, improvements, warehouses, docks, bridges, bulkheads, sea walls, sidewalks, ditches, drains, bulkheads and in connection therewith, to use any appliances, dredge or equipment of whatsoever nature for the purpose of so doing; to carry on in any and all respective branches and the business of general contracting of whatsoever nature; to own and operate boats, boat lines, bridges and dredges; to make, deepen or widen channels or canals; to fill in low ground, to buy, sell, manufacture, trade and deal in machinery, tools, and in steel, iron, plaster, granite, implements, stone, brick, lumber, shell, sand and every kind of building material and supplies whatsoever; to make all manner of river and harbor improvements; to engage in the building of buildings and repairing of vessels, ships, boats and crafts, and to do all manner of marine construction work;

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(e) To engage in the sales and commission business in the representation of factories, wholesalers and businesses which require the use and services of a sales and commission agency, and to do all things necessary in connection with the operation of a sales and commission agency; as well as to engage in other similar and allied businesses incidental to a sales and commission agency, which said agency will operate both within and without the continental limits of the United States of America;

(f) To own, conduct, operate and maintain a store or stores or distribution centers, warehouses, lots, lots, storage centers or other outlets for the purpose of manufacturing, making, buying, selling and otherwise dealing in building supplies and equipment incidental to the construction business;

(g) Generally, to make and perform contracts of any kind and description, and for the purpose of attaining any of the objects of the corporation, to do and perform any other act or things, and to exercise any and all powers which a co-partnership or natural person could do and exercise and which are now, or hereafter may be authorized by law, and generally do and perform any and all things necessary or incidental to the performing or carrying out of the powers hereinabove specifically delegated or implied.

3. The stock of this corporation shall be divided into 100 shares, at \$5.00 par value. All said stock shall be payable in cash, property, labor or services at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose; labor or services may be purchased or paid for, with the capital stock, at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

4. The amount of capital with which this corporation shall begin business shall be no less than Five Hundred Dollars (\$500.00).

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5. The principal place of business of said corporation shall be at 8780 SW 92nd Street, Suite 210, Miami, Florida 33176, with the privilege of having branch offices within and without the State of Florida. The street address of the corporation's initial registered office shall be at 8780 SW 92nd Street, Suite 210, Miami, Florida 33176, and Marc H. Sakoff shall be the initial registered agent whose office is at said address.

6. The corporation shall have perpetual existence.

7. The names and post office addresses of the first Board of Directors of the corporation who shall hold office for the first year, or until successors are chosen, shall be:

Director

Marc H. Sakoff
8780 SW 92 Street, #210
Miami, Florida 33176

Director

Ira M. Baum
8780 SW 92 Street, #210
Miami, Florida 33176

8. The number of directors of this corporation shall be not less than one (1) nor more than nine (9).

9. The names and post office addresses of the President, Vice President and Secretary and Treasurer, who shall hold office until their successors are elected or appointed or have qualified are:

President/Secy.

Ira M. Baum
8780 SW 92 Street, #210
Miami, Florida 33176

Vice-Pres./Treas.

Marc H. Sakoff
8780 SW 92 Street, #210
Miami, Florida 33176

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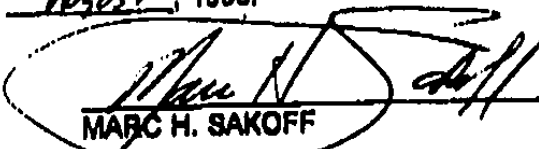
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10. The names and post office addresses of each subscriber and the number of shares of stock which each agrees to take are as follows, all the proceeds of which will amount to at least \$500.00:

Marc H. Sakoff 250 Shares

Ira M. Baum 250 Shares

IN WITNESS WHEREOF, we have hereunto set our hands and seals and acknowledged to be filed in the office of the Secretary of State the foregoing Articles of Incorporation, this 21 day of August, 1996.


MARC H. SAKOFF (SEAL)

STATE OF FLORIDA }
COUNTY OF DADE }

ss:

The foregoing instrument was acknowledged before me this 21st day of August, 1996 by Mark Sakoff D.M. who is personally known to me and who produced Florida Driver's Licenses for identification, and who did not take oath, and who acknowledged before me that they signed the foregoing Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal at Miami, Dade County, Florida, this 21st day of August, 1996.


NOTARY PUBLIC, State of Florida
at Large

My commission expires:



BARBARA BUELAK
My Commission 0000071
Expires Nov. 05, 1997
Bonded by HAI
800-422-1000

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IN WITNESS WHEREOF, we have hereunto set our hands and seals and
acknowledged to be filed in the office of the Secretary of State the foregoing Articles of
Incorporation, this 21 day of AUGUST, 1998.

Ira Baum (SEAL)
IRA BAUM

STATE OF FLORIDA }
COUNTY OF DADE } as:

The foregoing instrument was acknowledged before me this 21st day of
August, 1998 by Ira Baum, DPM who is personally known to me
and who produced Florida Driver's License for identification, and who did not take oath,
and who acknowledged before me that they signed the foregoing Articles of Incorporation
for the purposes therein expressed.

WITNESS my hand and official seal at Miami, Dade County, Florida, this 21st
day of August, 1998.

Emilia Bullak
NOTARY PUBLIC, State of Florida
at Large

My commission expires:



Emilia Bullak
My Commission Expires
08-23-1999
Bonded by H&H
500-425-1500

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That **MEDICAL SPECIALTIES BOARD, INC.** desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation in the City of Miami, and State of Florida, has named **Marc H. Sakoff**, located at 8780 E/W 92nd Street, Suite 210, Miami, County of Dade, and State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

By: 

Marc H. Sakoff, Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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