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LAW OFFICES
HONIGMAN MILLER SCHWARTZ AND EID
A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TAMPA, FLORIDA
DETROIT, MICHIGAN
LANSING, MICHIGAN

CATHERINE M. SCOTT
Legal Assistant

DIRECT DIAL NUMBER
(861) 838-4838

October 15, 1996

Secretary of State
Corporate Records Bureau
Post Office Box 6327
Tallahassee, Florida 32301

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-10/17/96--01040--014
****122.50 ****122.50

Re: Barry Shapiro, D.O., P.A.

Gentlemen:

Enclosed herewith are two executed copies of the Articles of Incorporation for the above-referenced corporation together with a check payable to the Secretary of State in the amount of \$122.50 in payment of the following:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Filing Fee	35.00
TOTAL	<u>\$122.50</u>

Please return the certified copy to the attention of the undersigned.

Thank you for your cooperation in this matter.

Very truly yours,

Cathy M. Scott
Cathy M. Scott
Legal Assistant to
Mark S. Nussbaum

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 OCT 17 PM 3:35

FILED

CMS/md
ENCLOSURES

cc: Barry P. Shapiro, D.O. (w/enc.)
Mark S. Nussbaum, Esq.

WPB/92038.1/70506-56005

BH 10/17/96

ARTICLES OF INCORPORATION
OF

BARRY P. SHAPIRO, D.O., P.A.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, desiring to organize a professional service corporation for the purposes hereinafter stated, pursuant to the Professional Service Corporation Act and other laws of the State of Florida, hereby certifies as follows:

ARTICLE I - NAME

The name of this corporation is BARRY P. SHAPIRO, D.O., P.A. (the "Corporation").

ARTICLE II - PRINCIPAL OFFICE

The principal office of the Corporation is located at 7301 West Palmetto Park Road, Suite 201C, Boca Raton, Florida 33433.

ARTICLE III - PURPOSE

The general nature of the business to be transacted by the Corporation shall be:

- (a) To engage in every phase and aspect of the business of rendering the same professional services to the public that a physician licensed under the laws of the State of Florida is authorized to render, but such professional services shall be rendered only through officers, employees, and agents who are duly licensed or otherwise legally authorized to render such professional services in the State of Florida under the laws of the State of Florida.
- (b) To buy, sell, deal in and exchange shares of its own capital stock, except that the Corporation shall not issue any of its capital stock to anyone other than a professional corporation, a professional limited liability company, or an individual who is duly licensed or otherwise legally authorized to render medical services within the State of Florida. No stockholder of this Corporation shall enter into a voting trust agreement or any other type of such agreement vesting

another person with the authority to exercise the voting power of any or all of his stock.

- (c) To invest the funds of the Corporation in real estate, mortgages, stock, bonds, or any other type of investment, and to own real and personal property necessary for the rendering of professional services.
- (d) To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or the attaining of any of the objectives enumerated in these Articles of Incorporation, or any amendment hereto, and to do any act necessary or incidental to the protection and benefit of the Corporation and, in general, either alone or in association with other corporations, firms, partnerships, artificial entities, or individuals to carry on any lawful pursuit necessary or incidental to the accomplishment or furtherance of such purposes or objectives of the Corporation.
- (e) The Corporation shall have all of the powers which are now or which may hereafter be conferred upon professional service corporations by the laws of the State of Florida.

ARTICLE IV - STOCK

The maximum number of shares of stock which the Corporation is authorized to have outstanding at any time is Ten Thousand (10,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE V - EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent and office of the Corporation are Barry P. Shapiro, D.O., 7301 West Palmetto Park Road, Suite 201C, Boca Raton, Florida 33433.

ARTICLE VII - STOCK TRANSFERABILITY

No stockholder of the Corporation may sell or transfer his shares in the Corporation except to another individual or entity who is eligible to be a stockholder of the Corporation under the laws of the State of Florida.

ARTICLE VIII - STOCK OWNERSHIP

The Board of Directors shall require any officer, stockholder, agent, or employee of the Corporation, who has been rendering professional medical services to the public and who becomes legally disqualified to render such professional medical services within the State of Florida, or who accepts employment that, pursuant to existing law, places restrictions or limitations upon his continuing to render such professional medical services, to sever all employment with, and financial interests in, the Corporation forthwith.

ARTICLE IX - DIRECTORS

The Corporation shall have one (1) director initially. The number of directors may be increased or diminished, from time to time, by the bylaws adopted by the stockholders, but shall never be less than one (1).

ARTICLE X - INITIAL DIRECTOR

The name and street address of the first director of the Corporation are:

<u>Name</u>	<u>Street Address</u>
Barry P. Shapiro, D.O.	7301 West Palmetto Park Road Suite 201C Boca Raton, Florida 33433

Said director is of full age and is a citizen of the United States of America. The aforesaid director shall hold his office until the first annual meeting of the stockholders or until his successors are elected and have qualified.

ARTICLE XI - SUBSCRIBER

The name and street address of the subscriber to the Articles of Incorporation, who is a physician, duly licensed under the laws of the State of Florida to render services as such, are:

<u>Name</u>	<u>Street Address</u>
Barry P. Shapiro, D.O.	7301 West Palmetto Park Road Suite 201C Boca Raton, Florida 33433

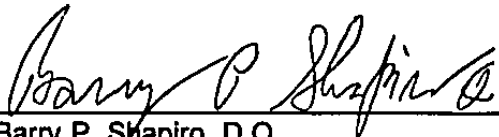
ARTICLE XII - BYLAWS

The bylaws of the Corporation may be created, amended or changed by the stockholders or directors at any regular or special meeting, duly held.

ARTICLE XIII - INDEMNIFICATION

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

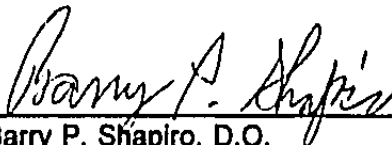
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 27th day of September, 1996.


Barry P. Shapiro, D.O.

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE VI OF THESE
ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT
IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS
OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF
HIS DUTIES.

Dated this 27th day of September, 1996.



Barry P. Shapiro, D.O.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA