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GIBBONS, SMITH, COHN & ARNETT
A PROFESSIONAL ASSOCIATION
ATTORNEYS AND COUNSELLORS AT LAW

1321 HENDERSON BOULEVARD
TAMPA, FLORIDA 33609

MAILING ADDRESS:
P. O. BOX 2177
TAMPA, FLORIDA 33601

FAX (813) 877-9290
(813) 877-9222

September 30, 1996

CERTIFIED MAIL:
RETURN RECEIPT REQUESTED

400001965924
-10/07/96-01001--019
***131.25 ***131.25

Secretary of State
Division of Corporations
ATTN: New Filing
P.O. Box 6327
Tallahassee, FL 32314

Re: Filing of Articles of Incorporation for
RANDAL H. SILBIGER, M.D., P.A.

Dear Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation for RANDAL H. SILBIGER, M.D., P.A. for filing. Please file these Articles of Incorporation as soon as possible and return a certified copy to this office.

I am also enclosing our check made payable to the Secretary of State in the amount of \$131.25, which amount represents the following fees:

Filing fee for Articles of Incorporation (includes Designation of Registered Agent)	\$ 70.00
Certified Copy	52.50
Certificate of Status	8.75
TOTAL:	<u>\$131.25</u>

Thank you in advance for your prompt attention to this matter.

Very truly yours,

Larry M. Segall
Larry M. Segall

LMS/jrn

Enclosures

OCT 9 1996 BSB

789,2284,672
\$775

W96-21359

FILED
95 OCT 22 PM 2:56
TALLAHASSEE, FLORIDA

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October 22, 1996

VIA AIRBORNE EXPRESS

Secretary of State
Division of Corporations
ATTN: Doris McDuffie
409 E. Gaines Street
Tallahassee, FL 32399

Re: Filing of Articles of Incorporation for
RANDAL H. SILBIGER, M.D., FAAFP, P.A.

Dear Ms. McDuffie:

Enclosed please find the original and one copy of the Articles of Incorporation for RANDAL H. SILBIGER, M.D., FAAFP, P.A. for filing. Please file these Articles of Incorporation as soon as possible and return a certified copy to this office.

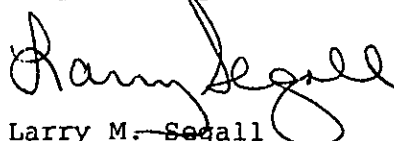
I have also enclosed a copy of the letter that I received from Brenda Baker dated October 9, 1996, acknowledging receipt from this office of a check in the amount of \$131.25, representing the following fees:

Filing fee for Articles of Incorporation (includes Designation of Registered Agent)	\$ 70.00
Certified Copy	52.50
Certificate of Status	<u>8.75</u>
TOTAL:	<u>\$131.25</u>

Pursuant to our telephone conversation of October 16, 1996, please apply the check previously received from this office to the appropriate fees for the incorporation of RANDAL H. SILBIGER, M.D., FAAFP, P.A.

Thank you in advance for your prompt attention to this matter.

Very truly yours,


Larry M. Segall

LMS/jrn

Enclosures

cc: Randal H. Silbiger, M.D.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 9, 1996

GIBBONS, SMITH, COHN & ARNETT
P. O. BOX 2177
TAMPA, FL 33601

SUBJECT: RANDAL H. SILBINGER, M.D., P.A.
Ref. Number: W96000021359

We have received your document for RANDAL H. SILBINGER, M.D., P.A. and your check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

In reviewing our records, we note there is a(n) RANDAL H. SILBINGER, M.D., P.A., Document number V28844, in existence.

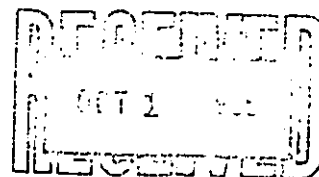
Because of the similarities between the existing corporation and the one you are now seeking to file with us, and because it is our duty to assure that all fees due this office in accordance with section 607.0130(2)(c), Florida Statutes, are collected, we are returning the articles of incorporation unfiled and must request you return the existing corporation to good standing by completing the enclosed reinstatement application and submitting it with the appropriate fees.

The fees to reinstate the corporation are as follows: \$175 reinstatement fee, \$61.25 filing fee per year for the years 08/26/1994 through the current year, \$138.75 supplemental fee for the years 1992 forward. The total fee to file the reinstatement is \$775.00, therefore, there is a balance of \$643.75 due. Add an additional \$8.75 for each certificate of status requested.

If you have any questions concerning the filing of your document, please call (904) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 396A00046043



ARTICLES OF INCORPORATION

OF

RANDAL H. SILBIGER, M.D., FAAFP, P.A.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribes to these Articles of Incorporation to form a professional service corporation under the laws of the State of Florida.

ARTICLE I - NAME, PRINCIPAL OFFICE AND MAILING ADDRESS

The name of the corporation shall be RANDAL H. SILBIGER, M.D., FAAFP, P.A. The principal office of the corporation shall be established and maintained at 8190 Royal Palm Boulevard, Suite 102, Coral Springs, Florida 33065. The mailing address of the corporation shall be 8190 Royal Palm Boulevard, Suite 102, Coral Springs, Florida 33065. The stockholders of the corporation may from time to time move the principal office to other addresses in Florida.

ARTICLE II - PURPOSE

The general nature of business to be transacted by the corporation is:

(a) To engage only in every aspect and phase of the business of rendering professional medical services to the general public and to do all things in connection therewith that are customarily done by licensed physicians as defined by Chapter 458, Florida Statutes, and in accordance with Chapter 621, Florida Statutes, the "Professional Service Corporation and Limited Liability Company Act." Provided, however, that such professional services shall be rendered only through officers, employees and agents who are duly licensed under the laws of the State of Florida to practice said profession therein.

(b) To limit the liability of the shareholders of this corporation so that the personal liability of the shareholders of this corporation shall be no greater in any respect than that of a shareholder-employee of a corporation organized under Chapter 607 of the Florida Statutes.

(c) To invest the funds of the corporation in real estate, mortgages, stocks, bonds, or any other type of investment and to own real and personal property necessary for the rendering of professional services.

(d) To do all and everything necessary and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation, or any amendment thereof, necessary or incidental to the accomplishment of the purposes or the attainment of the objects or the furtherance of such purposes or objects of this corporation to such extent as a corporation organized under Chapter 621, Florida Statutes, may now or hereafter lawfully do.

(e) To purchase and acquire, at the option of the corporation, any and all of its shares owned and held by each shareholder as he should desire to sell, transfer or otherwise dispose of, in accordance with the Bylaws adopted by the shareholders of this corporation, setting forth the terms and conditions of such purchase; provided the capital of this corporation is not impaired.

(f) To purchase and acquire, at the option of the corporation, the shares owned and held by any shareholder who

dies, in accordance with the Bylaws adopted by the shareholders of this corporation, setting forth the terms and conditions of such purchase; provided, however, the capital of this corporation is not impaired.

(g) To enter into, at the option of the corporation, for the benefit of the employees, one or more of the following:

(1) a pension plan;

(2) a profit sharing plan, if such a plan is not otherwise prohibited by the Code of Ethics of the Profession;

(3) a stock bonus plan;

(4) a thrift and savings plans;

(5) a restricted stock option plan; or

(6) other retirement or incentive compensation plans.

(h) The foregoing paragraphs shall be construed as enumerating the purposes, objects and powers of this corporation, and no recitation, expression or declaration of specific powers or purposes herein enumerated shall be deemed exclusive. It is hereby expressly declared that all other lawful powers not inconsistent herewith are hereby included.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock of this corporation which it is authorized to have outstanding at any time is 7,500 shares of common stock at \$1.00 par value. Said stock shall be issued pursuant to a plan under Section 1244 of the Internal Revenue Code of 1954, as amended, Said capital stock shall be non-assessable and shall be payable in lawful money of the United

States of America or in property, other than stock or securities, in lieu thereof, at a just valuation to be fixed by the Board of Directors of this corporation. The minimum capital with which this corporation shall begin business is Five Hundred Dollars (\$500.00). None of the shares of stock of this corporation may be issued to anyone other than an individual duly licensed as a physician in the State of Florida. No shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

No shareholder of this corporation may sell or transfer his shares in this corporation except to another individual who is eligible to be a shareholder of this corporation. Such sale or transfer may be made only after the same shall have been approved at a shareholders' meeting. The shares of stock held by the shareholder proposing to sell or transfer his shares may not be voted or counted for any purpose at said meeting.

If any shareholder becomes legally disqualified to practice as a physician in the State of Florida or accepts employment that places restrictions or limitations upon his continuous rendering of such professional services, such shareholder's shares shall immediately become subject to purchase by this corporation in accordance with the Bylaws adopted by the shareholders.

ARTICLE IV - EXISTENCE

The term for which this corporation shall exist shall be perpetual and the business of this corporation shall be conducted, carried on and managed by the officers of this corporation.

The officers of this corporation shall be a President, a Secretary, and a Treasurer.

Any two (2) or more of the offices may be held by the same person.

ARTICLE V - SUBSCRIBERS, OFFICERS AND DIRECTORS

The name and post office address of the original subscriber to these Articles of Incorporation, who is duly licensed under the laws of the State of Florida to render the professional services for which this corporation is created, and the officers and directors, each of whom is duly licensed under the laws of the State of Florida to render the professional services for which this corporation is created, who, subject to the provisions of these Articles of Incorporation, the Bylaws, and the laws of the State of Florida, shall hold office until the first annual meeting of the corporation, or until successors are elected and have qualified, are as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>SHARES</u>
RANDAL H. SILBINGER 2333 N.W. 96th Way Coral Springs, FL 33065	President, Secretary, Treasurer, and Director	1,000

ARTICLE VI - ACTIONS OF DIRECTORS

No contract or other transaction of this corporation with any person, firm or other corporation, in the absence of fraud or wrongdoing, shall be affected or invalidated by the fact that any director of this corporation is a party to or interested in such contract or other transaction or in any way connected with such person, firm or corporation, and each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from his contracting with this

corporation for the benefit of any other firm, person or corporation, or for the benefit of himself or any other firm, person or corporation in which he may be in any way interested.

ARTICLE VII - AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a shareholders' meeting by a majority of the stock entitled to vote thereon. All rights of shareholders are subject to this reservation.

ARTICLE VIII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 8190 Royal Palm Boulevard, Suite 102, Coral Springs, Florida 33065, and the name of the initial registered agent of this corporation at that address is Randal H. Silbiger, M.D.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 19th day of October, 1996.


RANDAL H. SILBIGER, M.D.

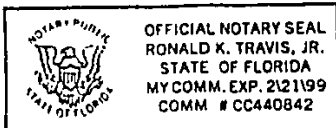
STATE OF FLORIDA
COUNTY OF ~~HILLSBOROUGH~~ *Broward*

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared RANDAL H. SILBIGER, M.D., personally known to me to be the person who

executed the foregoing, and he acknowledged to me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County aforesaid this 19th day of October, 1996.

[AFFIX NOTARIAL SEAL]



Ronald K. Travis, Jr.
NOTARY PUBLIC, State of
Florida at Large

ACKNOWLEDGMENT OF REGISTERED AGENT

STATE OF FLORIDA
COUNTY OF ~~HILLSBOROUGH~~ Broward

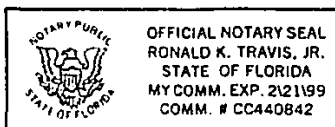
BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared RANDAL H. SILBINGER, M.D., personally known to me to be the person who is nominated to act as the Registered Agent, and he acknowledged before me that he agreed to undertake said duty.

Randal H. Silbinger MD
Registered Agent

FILED
OCT 22 PM 2:56
NOTARY PUBLIC
STATE OF FLORIDA

IN WITNESS WHEREOF, I have set my hand and seal in the State and County aforesaid this 19th day of October, 1996.

[AFFIX NOTARIAL SEAL]



Ronald K. Travis, Jr.
NOTARY PUBLIC, State of
Florida at Large