



**THE UNITED STATES
CORPORATION**
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 285229 9140A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : March 7, 1997

ORDER TIME : 9:39 AM

ORDER NO. : 285229-010

CUSTOMER NO: 9140A

CUSTOMER: Ms. Rose Shapiro
MOORE & MENKHAUS

Suite 210a
4800 N. Federal Highway
Boca Raton, FL 33431

DOMESTIC FILING

NAME: BOCA RATON MEDICAL ASSOCIATES,
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
 _____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 MAR -7 PM 2: 14

FILED

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02/24/97 01006-0002
***122.50 ***122.50

DIVISION OF CORPORATION

97MAR-7 PM 1:48

RECEIVED

K.R. MAR - 7 1997

MOORE & MENKHAUS, P.A.

ATTORNEYS AT LAW

4800 N. FEDERAL HIGHWAY

SUITE 210-A

BOCA RATON, FLORIDA 33431-5176

(407) 394-7910

FAX TELECOPIER

(407) 393-6541

February 19, 1997

Secretary of State
Division of Corporations
Attn: NEW CORP. FILINGS
P.O. Box 6327
Tallahassee, Florida 32301

Re: Boca Raton Medical Associates, P.A.

Dear Sir or Madam:

Enclosed please find the original Articles of Incorporation for the above referenced corporation. I have also enclosed our check in the amount of \$122.50, which represents the filing fee for same.

Please file the original and return the enclosed copy stamped "filed" to the undersigned in the envelope provided for your convenience.

Please do not hesitate to contact me if you have any questions concerning the foregoing.

Very truly yours,

David J. Menkhaus
David J. Menkhaus

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DJM/rs
Enclosures

↓
See previous page

W97-4824



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

February 28, 1997

MOORE & MENKHAUS, P.A.
ATTN: DAVID J. MENKHAUS
4800 N. FEDERAL HIGHWAY #210-A
BOCA RATON, FL 33431-5176

RESUBMIT

Please give original
submission date as file date.

SUBJECT: BOCA RATON MEDICAL ASSOCIATES, P.A.
Ref. Number: W97000004824

We have received your document for BOCA RATON MEDICAL ASSOCIATES, P.A. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The specific nature of business of the professional association must be stated in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 397A00010621

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97 MAR -7 AM 10:49
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION

OF

BOCA RATON MEDICAL ASSOCIATES, P.A.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Professional Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I
NAME

The name of the corporation shall be:

BOCA RATON MEDICAL ASSOCIATES, P.A.

ARTICLE II
PRINCIPAL OFFICE

The mailing address of the initial principal office of this corporation is 1905 Clint Moore Road, Boca Raton, Florida, 33496. The Board of Directors may, from time to time, change the street and post office address of the principal office of the corporation.

ARTICLE III
PURPOSE

To engage in any activity or business permitted under Chapter 621 of the Florida Statutes and to specifically engage in the practice of medicine.

ARTICLE IV
CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of common stock.

The common stock of the corporation shall have the following characteristics:

(a) Par value shall be \$0.001 per share.

(b) At all meetings of the stockholders, the common stockholders shall be entitled to cast one (1) vote for each share of common stock owned. That a common stockholder is interested in a matter to be voted upon shall not disqualify him from voting thereon.

(c) Except as otherwise provided by law, the entire voting power for the election of the directors and for all other purposes shall be vested exclusively in the holders of the outstanding common stock.

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TALLAHASSEE, FLORIDA

(d) Notwithstanding any other provision herein or in the By-Laws, the corporation and the relationships among its shareholders shall be governed in accordance with a Shareholder Agreement among the corporation and its shareholders pursuant to Section 607.0731, Florida Statutes, as amended. Any conflict between the provisions hereof and thereof shall be controlled by the provisions of the Shareholder Agreement.

ARTICLE V TERM OF EXISTENCE

This corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

ARTICLE VI INITIAL REGISTERED AGENT AND ADDRESS

The name of the initial registered agent of this corporation is David J. Menkhaus. The street address of the initial registered agent of this corporation is 4800 North Federal Highway, Suite 210-A, Boca Raton, Florida 33431.

ARTICLE VII INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) Director(s) initially. The number of Directors may be either increased or diminished from time to time in accordance with the By-Laws but shall never be fewer than one (1).


ARTICLE VIII AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner provided by law. The approval of each class of shareholders shall be required for any amendment or repeal.

ARTICLE IX INCORPORATOR

The name and street address of the person signing these Articles is David J. Menkhaus, Esquire, 4800 North Federal Highway, Suite 210-A, Boca Raton, Florida 33431-5176.

The undersigned has executed these Articles of Incorporation this 19th day of February, 1997.


David J. Menkhaus, Incorporator

STATE OF FLORIDA)
) SS.
COUNTY OF PALM BEACH)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared David J. Menkhaus, personally known to me to be the person who executed the foregoing Articles of Incorporation, and who did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed me official seal, in the State and County aforesaid on the 19th day of February, 1997.

My Commission Expires:



Notary Public
State of Florida at Large

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: BOCA RATON MEDICAL ASSOCIATES, P.A.
2. The name and address of the registered agent and office is:
DAVID J. MENKHAUS, ESQUIRE, 4800 North Federal Highway, Suite
210-A, Boca Raton, FL 33431-5176.


David J. Menkhaus, Incorporator

Dated: February 19, 1997.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Dated: February 19, 1997.


David J. Menkhaus,
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA