

P970000039337

JOHN W. JEFFERSON, ESQ.

FILED

97 MAY -1 AM 11:37

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

April 29, 1997

200002162622--9

Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

-05/01/97--01130--002  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

To Whom It May Concern:

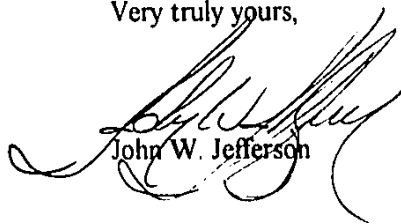
Enclosed for filing please find the original, duly executed Articles of Incorporation for  
RICHARD M. RHEINBOLT, M.D., P.A.

I have also enclosed an additional copy of the articles which I would request be stamped  
with the date of filing and returned to me in the self-addressed stamped envelope which I  
have enclosed for your convenience.

Finally, I have enclosed my check in the amount of seventy dollars (\$70.00) to cover the  
cost of the filing fees.

Upon your receipt of this letter and the enclosed documents if you have any questions or  
require any additional information or documentation in order to proceed with filing please  
advise and I will be glad to provide you with same.

Very truly yours,

  
John W. Jefferson

PA  
5/2/97

ARTICLES OF INCORPORATION

OF

RICHARD M. RHEINBOLT, M.D., P.A.

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FLORIDA STATE  
TALLAHASSEE, FLORIDA

The undersigned hereby makes and subscribes to these Articles of Incorporation intending to form a Professional Service Corporation under the provisions of the Florida Statutes.

ARTICLE I

The name of this corporation is RICHARD M. RHEINBOLT, M.D., P.A.

ARTICLE II

The corporation may engage in the business of rendering medical services and only such other activities as are permitted by the Florida Professional Service Corporation Act. While engaging in such activities or business, it may exercise all of the powers and privileges conferred by the Florida Professional Service Corporation Act and the Florida General Corporation Act as presently in effect and as it may be amended from time to time in the future.

ARTICLE III

The aggregate number of shares which the corporation shall have the authority to issue shall be one thousand (1,000) of common stock with said shares having a par value of \$1.00 per share.

All of said stock shall be payable in cash, patents, stock, notes, accounts, claims, real estate or other property at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose. Property, but not 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.

ARTICLE IV

The street address of the corporation shall be 7944 Mansfield Hollow Road, Delray Beach, Florida 33446. The name of the corporation's initial registered agent is RICHARD M. RHEINBOLT, M.D. and his mailing address is 7944 Mansfield Hollow Road, Delray Beach, Florida 33446.

#### ARTICLE V

The number of directors constituting the initial Board of Directors of this corporation is one (1). The name and street address of the initial director of this corporation is RICHARD M. RHEINBOLT, M.D., 7944 Mansfield Hollow Road, Delray Beach, Florida 33446.

The initial director may serve from time to time and may, by resolution, fix the number of persons constituting the Board of Directors and may also name the persons to fill vacancies on the Board of Directors created by an increase in the number of directors which occurs between annual meetings.

#### ARTICLE VI

The name and address of the incorporator of this corporation is RICHARD M. RHEINBOLT, M.D., 7944 Mansfield Hollow Road, Delray Beach, Florida 33446.

#### ARTICLE VII

It is the intention of the corporation to indemnify its officers, directors, employees and agents to the extent permitted by Section 607.0850 of the Florida Statutes.

#### ARTICLE VIII

Anything to the contrary contained in these Articles of Incorporation notwithstanding, if the shareholders of the corporation so elect, they may exercise all powers and conduct the business and affairs of this corporation in lieu of the Board of Directors.

#### ARTICLE IX

Directors of this corporation need not be residents of the State of Florida, unless otherwise provided in the By-Laws of the corporation, but all directors and shareholders of this corporation must be individuals who are duly licensed or otherwise authorized to practice medicine in the State of Florida.

The shareholders of this corporation shall have exclusive authority to fix the compensation of the directors of this corporation unless otherwise provided in the By-Laws.

ARTICLE X

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of a conference telephone call as provided by law, but regular meetings of the Board of Directors must be attended in fact, in person by each such director.

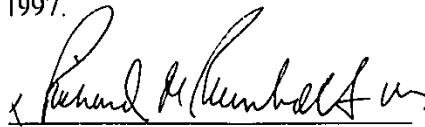
ARTICLE XI

The corporation, its shareholders, or any combination of the corporation and its shareholders, may enter into agreements limiting or restricting free transfers of shares of its capital stock. Any such agreements will be valid and enforceable among the parties to such agreements and, when the existence of such agreement is noted on the face or on the back of the stock certificates representing such shares, such agreements will be binding and enforceable upon any transferee or successor of any party to such agreement.

ARTICLE XII

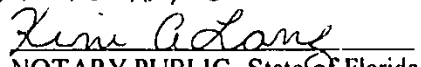
The effective date of this corporation shall be the date on which these articles are filed with the Secretary of State for the State of Florida.

The foregoing Articles of Incorporation have been executed by the undersigned incorporator this 29<sup>th</sup> day of April, 1997.

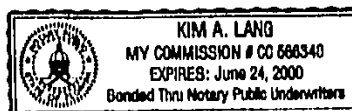
  
RICHARD M. RHEINBOLT, M.D.,  
Incorporator.

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

The foregoing instrument was acknowledged before me this 29<sup>th</sup> day of April, 1997, by RICHARD M. RHEINBOLT, M.D., who is personally known to me or who has produced for me as identification a valid Florida Driver's License and who did not take an oath. FLDL R514-753 45-124-0

  
NOTARY PUBLIC, State of Florida  
at Large

My commission expires:



FILED

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

97 MAY -1 AM 11:37

DELRAY BEACH, FLORIDA

In compliance with Section 48.091 and Section 620.192, of the Florida Statutes,  
the following is hereby submitted:

That, RICHARD M. RHEINBOLT, M.D., P.A., desiring to organize under the  
laws of the State of Florida, with its principal place of business at 7944 Mansfield Hollow  
Road, Delray Beach, Florida 33446, has named RICHARD M. RHEINBOLT, M.D. of  
7944 Mansfield Hollow Road, Delray Beach, Florida 33446 as its registered agent for the  
purpose of accepting service of process on behalf of said corporation within the State of  
Florida.

ACCEPTANCE AND ACKNOWLEDGMENT

Having been named as registered agent for the purpose of accepting service for the  
above named corporation, at the place designated in this Certificate, I hereby accept this  
appointment and agree to act in this capacity, and I further agree to comply with the  
provisions of all statutes relative to the proper performance of my duties.

Dated this 29<sup>th</sup> day of April, 1997.

Richard M. Rheinbolt  
RICHARD M. RHEINBOLT, M.D.

SWORN TO and SUBSCRIBED before me by RICHARD M. RHEINBOLT,  
M.D., personally known by me, or who produced for me as a means of personal  
identification a valid Florida Driver's License, this 29<sup>th</sup> day of April, 1997.  
FLDL R514-753-45-124-0

Kim A. Lang  
NOTARY PUBLIC, State of Florida  
at Large

