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June 4, 1997

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SUBJECT: ERIC C. SCHERTZER, M.D., P.A.  
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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

**ARTICLES OF INCORPORATION**

**OF**

**EFFECTIVE DATE**  
6/21/97

**ERIC C. SCHERTZER, M.D., P.A.**

**THE UNDERSIGNED incorporator, for purposes of forming a Florida professional service corporation under the Professional Service Corporation Act (Florida Statutes, Chapter 621), hereby adopts the following Articles of Incorporation:**

- FIRST:** The name of the corporation is Eric C. Schertzer, M.D., P.A. (the "Corporation").
- SECOND:** The principal office address and mailing address of the Corporation is 300 South Pine Island Road, Suite 105, Plantation, Florida 33324.
- THIRD:** The Corporation is authorized to issue 10,000 shares of common stock, par value \$.01 per share.
- FOURTH:** The street address of the initial registered office of the Corporation is: 300 South Pine Island Road, Suite 105, Plantation, Florida 33324, and the registered agent at that address is: Eric C. Schertzer, M.D.
- FIFTH:** The name and address of the incorporator of the Corporation is: Eric C. Schertzer, M.D., 300 South Pine Island Road, Suite 105, Plantation, Florida 33324.
- SIXTH:** The Corporation, through its officers and employees, shall be authorized to: (i) engage in the provision of medical services pursuant to the licenses which such officers and employees have obtained from the State of Florida; (ii) to engage in any activities

Prepared by Joseph I. Zumpano, Esq.  
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Miami, Florida 33131

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which will facilitate and promote the provision of such medical services through the Corporation's officers and employees; (iii) to invest the Corporation's funds in real estate, mortgages, stocks, bonds and any other type of investments within the meaning of Florida Statutes Section 621.08 of the Professional Service Corporation Act; and (iv) purchase and own real and personal property necessary for the rendering of medical services. The Corporation shall not be authorized to engage in any business other than as provided in this Article Sixth.

**SEVENTH:** The Corporation is intended to be a professional service corporation within the meaning of the Professional Service Corporation Act, and accordingly, the Corporation, its officers, directors and shareholders, shall be subject to all of the sections of said Act concerning the formation of the Corporation, the conduct of its business, and the liabilities, rights, privileges and immunities of this Corporation and its officers, directors and shareholders, as stated in Chapter 621, Florida Statutes.

**EIGHTH:** The corporate existence of the Corporation shall commence on May 28, 1997.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, this 10<sup>th</sup> day of May, 1997.

  
Eric C. Schertzer, M.D.,  
Incorporator

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**ACCEPTANCE OF APPOINTMENT  
OF  
REGISTERED AGENT**

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0506 of the Florida Business Corporation Act.

Eric C. Schertzer, M.D.  
Eric C. Schertzer, M.D.

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