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97 AUG 12 PM 12:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

VALIDATION ONLY

300002260633--6  
-08/07/97--01057--013  
\*\*\*\*122.50 \*\*\*\*122.50

CORPORATION(S) NAME

Sleep-Wake Disorder Center of  
South Florida, Inc.

Empire Toll Free: 1-800-432-3028

☒ Profit  
☐ NonProfit  
☐ Amendment  
☐ Merger  
☐ Foreign  
☐ Dissolution  
☐ Mark  
☐ Limited Partnership  
☐ Annual Report  
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R.R. AUG 12 1007

W97-18261

K.R. AUG 07 1997

RECEIVED  
97 AUG -7 AM 11:28  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

FILED  
97 AUG 12 PM 12:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

August 7, 1997

EMPIRE

TALLAHASSEE, FL

SUBJECT: SLEEP-WAKE DISORDER CENTER OF SOUTH FLORIDA, INC.  
Ref. Number: W97000018261

We have received your document for SLEEP-WAKE DISORDER CENTER OF SOUTH FLORIDA, INC. 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 only acceptable corporate suffixes for professional associations are PROFESSIONAL ASSOCIATION, P.A., and CHARTERED.

Please return the original and one copy of 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 (850) 487-6932.

Kimberly Rolfe  
Document Specialist

Letter Number: 597A00040227

RECEIVED  
97 AUG 12 AM 10:55  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA  
ARTICLES OF INCORPORATION  
OF  
SLEEP-WAKE DISORDER CENTER OF SOUTH FLORIDA, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I-NAME

The name of the Corporation is Sleep-Wake Disorder Center of South Florida, Inc.

ARTICLE II-ORGANIZATION

The Corporation is formed under the Florida Business Corporation Act, Chapter 607, Florida Statutes Annotated.

ARTICLE III-PURPOSE

The purpose of the Corporation shall be to provide a medical setting for the laboratory study and patient evaluation for sleep disorder patients.

ARTICLE IV-SHARES

The aggregate number of shares which the Corporation shall have the authority to issue shall be one thousand (1,000) shares of common stock.

All of said stock shall be payable in cash, patents, stock, notes, accounts, claims, real estate or other property or services at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE V-ADDRESS

The street address of the Corporation shall be 1 S.W. 129<sup>TH</sup> Ave., Suite 400, Pembroke Pines, FL 33027. The Corporation's registered agent is SUZANNE FRIEDMAN, ESQ. located Law Office of Katz & Friedman, P.A., 150 S.E. 12<sup>th</sup> Street, Suite 300A, Ft. Lauderdale, FL 33316, as its agent to accept service of process within Florida.

ARTICLE VI-DIRECTORS

The number of directors constituting the initial Board of Directors of this Corporation is four (4). The name and street address of the initial Board of Directors of this Corporation are:

- |    |                          |  |
|----|--------------------------|--|
| 1. | Robert A. Schader, M.D.  | 1 S.W. 129 <sup>th</sup> Ave., Suite 400<br>Pembroke Pines, FL 33027 |
| 2. | David J. Seiden, M.D.    | 3 Grove Isle Drive, #1507<br>Miami, FL 33133                         |
| 3. | Kurt E. Friedman, D.D.S. | 901 Coco Plum Way<br>Plantation, FL 33324                            |
| 4. | Felix Montegudo          | 9820 S.W. 127 <sup>th</sup> Ave.<br>Miami, FL 33186                  |

The initial directors may serve from time to time and may, by resolution, fix the number 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 VII-INCORPORATOR**

The name of the incorporator is KURT E. FRIEDMAN, D.D.S. located at 901 Coco Plum Way, Plantation, FL 33324.

#### **ARTICLE VIII-POWERS**

Anything to the contrary contained in these Articles of Incorporation notwithstanding, if the Shareholders of the Corporation shall 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**

The initial Directors of this Corporation shall be:

President:	Robert A. Schader, M.D.	1 S.W. 129 <sup>th</sup> Ave., Suite 400 Pembroke Pines, FL 33027
Vice President:	David J. Seiden, M.D.	3 Grove Isle Drive, #1507 Miami, FL 33
Treasurer:	Kurt E. Friedman, D.D.S.	901 Coco Plum Way Plantation, FL 33324
Secretary:	Felix Monteagudo	9820 S.W. 127 <sup>th</sup> Ave. Miami, FL 33186

The Directors of this Corporation need not be residents of the State of Florida, unless otherwise provided in the By-laws of the Corporation.

The Shareholders of this Corporation shall have exclusive authority to fix the compensation of directors of this Corporation, unless otherwise provided in the By-laws.

#### **ARTICLE X-MEETINGS**

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

#### **ARTICLE XI-AGREEMENTS**

The Corporation, its Shareholders, or any combination of the Corporation and its Shareholders, may enter into agreements limiting or restricting free transfers of share 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 certificates representing any such shares, such agreements will be binding and enforceable upon any transferee or successor of any party to such agreement.

#### **ARTICLE XII-BYLAWS**

The power to adopt, alter, amend, or repeal bylaws shall be vested in the Board of Directors and the Shareholders.

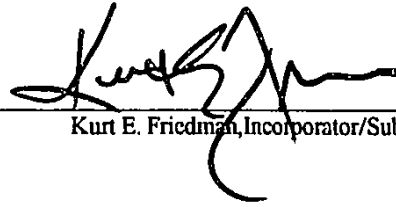
**ARTICLE XIII-MERGER**

The approval of the shareholders of this Corporation to any plan or merger shall be required in every case, whether or not such approval is required by law.

**ARTICLE XIV-INDEMNIFICATION**

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 6<sup>th</sup> day of August, 1997.

A handwritten signature in black ink, appearing to read 'Kurt E. Friedman', is written over a horizontal line.

Kurt E. Friedman, Incorporator/Subscriber

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

In compliance with Sections 48.091 and 620.192, Florida Statutes, the following is submitted:  
That SLEEP-WAKE DISORDER CENTER OF SOUTH FLORIDA, INC., desiring to organize  
under the laws of the State of Florida, with its principal place of business at 1 S.W. 129<sup>TH</sup>  
Ave., Suite 400, Pembroke Pines, FL 33027 has named SUZANNE FRIEDMAN, ESQ. located  
Law Office of Katz & Friedman, P.A., 150 S.E. 12<sup>th</sup> Street, Suite 300A, Ft. Lauderdale, FL  
33316, as its agent to accept service of process within Florida.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above stated Corporation, at the place  
designated in this Certificate, I hereby 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.

  
SUZANNE FRIEDMAN, ESQ.

STATE OF FLORIDA  
COUNTY OF BROWARD

Before me personally appeared SUZANNE FRIEDMAN, ESQ. to me well known and known to  
me to be the person described in and who executed the foregoing instrument, and acknowledged  
to and before me that SUZANNE FRIEDMAN, ESQ. executed said instrument for the purposes  
therein expressed and who did take an oath.

WITNESS my hand and official seal, this 6th day of August, 1997.

  
NOTARY PUBLIC

☒ Personally Known ☐ Produced Identification  
Type of Identification Produced \_\_\_\_\_



MICHELE CORDEAU  
COMMISSION # CC436807  
EXPIRES FEB. 2, 1998  
ALAN NOTARY SERVICE  
352-488-0040

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

97 AUG 12 PM 12:00

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