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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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CORPORATION(S) NAME

Schader E. Seiden sleep  
medicine associates, M.D., P.A.



Empire Toll Free: 1-800-432-3028

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DIVISION OF CORPORATION

☒ Profit

☐ NonProfit

☐ Amendment

☐ Merger

☐ Foreign

☐ Dissolution

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

☐ Change of Registered Agent

☒ Certified Copy

☐ Photo Copies

☐ Certificate Under Seal

☐ Call When Ready

☐ Call If Problem

☐ After 4:30

☒ Walk In

☐ Will Wait

☒ Pick Up

☐ Mail Out

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TALLAHASSEE, FLORIDA

STATE OF FLORIDA  
ARTICLES OF INCORPORATION  
OF  
SCHADER & SEIDEN SLEEP MEDICINE ASSOCIATES, M.D., P.A.

ARTICLE I-NAME

The name of the Corporation is SCHADER & SEIDEN SLEEP MEDICINE ASSOCIATES, M.D., P.A.

ARTICLE II-ORGANIZATION

The Corporation is a Florida Professional Service Corporation organized under Chapter 621, Florida Statutes Annotated. The Corporation shall comply in all respects with that law, including the restrictions on who may be Shareholders and who may render professional services on behalf of the Corporation. The Florida Business Corporation Act, Chapter 607, Florida Statutes Annotated, shall apply to the Corporation to the extent that there is no conflict with Chapter 621. In addition, the Corporation shall comply with all rules and of the licensing body for the profession of ~~Chiropractic~~ Medicine in the State of Florida.

ARTICLE III-PURPOSE

The purpose of the Corporation shall be a clinical practice of sleep disorder medicine. The Corporation is a Florida Professional Service Corporation organized under Chapter 621, Florida Statutes Annotated. The Corporation shall comply in all respects with that law, including the restrictions on who may be Shareholders and who may render professional services on behalf of the Corporation. The Florida Business Corporation Act, Chapter 607, Florida Statutes Annotated, shall apply to the Corporation to the extent that there is no conflict with Chapter 621.

ARTICLE IV-SHARES

The aggregate number of shares which the Corporation shall have the authority to issue shall be one hundred (100) 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 two (2). The name and street address of the initial Board of Directors of this Corporation are:

1. Robert B. Schader, M.D. 1 S.W. 129<sup>th</sup> Ave., Suite 400

2. David J. Seiden, M.D

Pembroke Pines, FL 33027  
1 S.W. 129<sup>th</sup> Ave., Suite 400  
Pembroke Pines, FL 33027

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 David J. Seiden, M.D. located at 1 S.W. 129<sup>th</sup> Ave., Suite 400, Pembroke Pines, FL 33027.

#### 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 B. Schader, M.D.

1 S.W. 129<sup>th</sup> Ave., Suite 400  
Pembroke Pines, FL 33027

Vice President: David J. Seiden, M.D.

1 S.W. 129<sup>th</sup> Ave., Suite 400  
Pembroke Pines, FL 33027

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 12<sup>th</sup> day of September, 1997.



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David J. Seiden, M.D., Incorporator/Subscriber

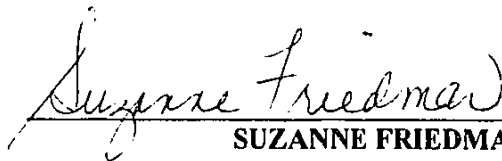
**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN THIS STATE, NAMING THE AGENT UPON  
WHOM PROCESS MAY BE SERVED**

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In compliance with Sections 48.091 and 620.192, Florida Statutes, the following is submitted:  
That SCHRADER & SEIDEN SLEEP MEDICINE ASSOCIATES, P.A., 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 18th day of September, 1997.



**NOTARY PUBLIC**

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



**MICHELE CORDEAU**  
COMMISSION # CC438888  
EXPIRES FEB. 2, 1998  
ALAN NOTARY SERVICE  
1-800-486-8040