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KRASNY AND DETTMER

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MIKE KRASNY
DALE A. DETTMER
SCOTT KRASNY

*BOARD CERTIFIED IN TAXATION

December 30, 1997

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32301

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-01/02/98--01025--018
****122.50 ****122.50

RE: Armand Braun, M.D., P.A.

Gentlemen:

You will find enclosed the original and one copy of the Articles of Incorporation of Armand Braun, M.D., P.A. Also enclosed is my trust account check in the amount of \$122.50 to cover the cost of filing and a certified copy of the Articles.

Your assistance in this matter is appreciated.

Very truly yours,

KRASNY AND DETTMER



Scott Krasny

/sr
encs.

EFFECTIVE DATE

12-29-97

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 JAN -2 PM 3.25

FILED

QW 1-5-98

FILED

98 JAN -2 PM 3:25

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ARMAND BRAUN, M.D., P.A.

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract and a Doctor of Medicine duly licensed to render services as such under the laws of the State of Florida, hereby forms a corporation for profit under the Florida Professional Service Corporation and Limited Liability Company Act and other laws of the State of Florida.

EFFECTIVE DATE

12-29-97

ARTICLE I

Name

The name of this Corporation is ARMAND BRAUN, M.D.,
P.A.

ARTICLE II

Duration and Commencement

This Corporation is to exist perpetually. The date when corporate existence shall commence shall be as of the date of execution and acknowledgment of these Articles of Incorporation.

ARTICLE III

Purpose

This Corporation is organized for the following purposes:

(1) To engage in every phase and aspect of rendering to the public professional services, but such professional services shall be rendered only through its officers, participating physicians and agents who are duly licensed to practice in the State of Florida, or any other state which may require such license for the services being rendered.

(2) To engage generally in the providing of medical services.

(3) To invest the funds of the corporation in real estate, mortgages, stocks, bonds or any other type of investments, and to own real and personal property necessary for the rendering of professional services.

(4) To enter into, or become a partner in, any arrangement for sharing profits, union of interest, or cooperation, joint venture or otherwise, with any person, firm or corporation, to carry on any business which this corporation has the direct or incidental authority to pursue.

(5) To purchase and acquire any or all of its shares owned and held by any such stockholder as should desire to sell, transfer, or otherwise dispose of his shares, or any or all of its shares owned and held by a stockholder who dies; provided, however, the capital of this corporation cannot be impaired thereby.

(6) To enter into, for the benefit of its employees, one or more of the following: (a) a pension plan; (b) a profit sharing plan; (3) a stock bonus plan; (4) a thrift and savings plan; (5) a restricted stock option plan; or (6) any other retirement or incentive compensation plans.

(7) Whenever the corporation shall be engaged in the business of exploiting natural resources or other wasting assets, dividends may be declared and paid in cash out of the depletion or similar reserves at the discretion of the Board of Directors

and in conformity with the provisions of the Florida Business Corporation Act and the Florida Professional Service Corporation and Limited Liability Company Act.

(8) The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act and the Florida Professional Service Corporation and Limited Liability Company Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-Law, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in their official capacity, and as to action in any other capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such a person.

(9) To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or the attaining of any of the objects enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the corporation, and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or

incidental to the furtherance of the purposes or objectives of the corporation.

(10) It is intended that this corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 607, Florida Statutes, as the same may be amended from time to time. Provided, however, nothing herein shall be construed as authorizing the corporation to engage in any business other than the rendering of the professional services for which it is specifically incorporated; and nothing herein shall be interpreted to prohibit the corporation from investing its funds in real estate, mortgages, stocks, bonds, or any other type of investments, or from owning real or personal property necessary for the rendering of professional services.

The paragraphs of this Article shall be construed as both objects and purposes of the corporation, and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this corporation otherwise permitted by law.

ARTICLE IV Capital Stock

This Corporation is authorized to issue Ten Thousand (10,000) shares of One Dollar (\$1.00) par value, common stock.

ARTICLE V Pre-emptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his

pro-rata share thereof (as nearly as can be done without issuing fractional shares), at the price at which it is offered to others.

ARTICLE VI
Qualification of Shareholders

The corporation shall not issue any of its capital stock to anyone other than an individual who is duly licensed or otherwise legally authorized to render the same specific professional services as those for which the corporation is incorporated. No shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting another person with the authority to exercise the voting power of any or all of his stock.

ARTICLE VII
Initial Registered Office, Agent and Corporation

The initial street address in Florida of the initial registered office of this Corporation is 100 Rialto Place, Suite 915, Melbourne, Florida 32901, and the name of the initial registered agent of this Corporation at that address is Armand Braun. The initial address of the Corporation is 100 Rialto Place, Suite 915, Melbourne, Florida 32901.

ARTICLE VIII
Initial Board of Directors

The initial Board of Directors shall consist of one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and address of the initial director of this corporation is as follows:

Armand Braun
100 Rialto Place, Suite 915
Melbourne, FL 32901

Any director may be removed from office by the holders of a majority of the issued and outstanding stock entitled to vote thereon at any annual or special meeting of the shareholders, for any cause deemed sufficient by the shareholders.

ARTICLE IX
Incorporator

The name and address of the person signing these Articles of Incorporation is as follows:

Armand Braun
100 Rialto Place, Suite 915
Melbourne, FL 32901

ARTICLE X
Shareholders

The name and address of the initial shareholder of the corporation is:

Armand Braun
100 Rialto Place, Suite 915
Melbourne, FL 32901

ARTICLE XI
By-Laws

The power to adopt, alter, amend or repeal the By-Laws shall be reserved to the shareholders.

ARTICLE XII
Officers

The initial officers of this corporation shall be:
Armand Braun - President, Secretary, Treasurer. Said officer shall hold office until his successor is chosen by the Board of Directors and qualifies.

ARTICLE XIII
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the directors, proposed by the stockholders, and approved at a stockholders' meeting by holders of more than fifty percent (50%) of the shares of stock entitled to vote thereon, unless all directors and all stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XIV
Acceptance by Registered Agent

The Registered Agent is familiar with and accepts the duties and responsibilities as registered agent for said corporation.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation in Melbourne,

Brevard County, Florida, this 12/29 day of December, 1997.

 (Seal)
ARMAND BRAUN
Incorporator & Registered Agent

STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared ARMAND BRAUN, personally known by me to be the person described in and who executed the foregoing instrument and acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid, this 29th day of December, 1997.


Notary Public

My Commission Expires:



Sharon Riccucci
MY COMMISSION # CC617547 EXPIRES
May 10, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

FILED
98 JAN -2 PM 3:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

12-29-97