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TRANSMITTAL LETTER

January 8, 1998

Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

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-01/12/98--01056--008  
\*\*\*\*122.50 \*\*\*\*122.50

SUBJECT: THEODORE C. LESCHER, M.D., P.A.  
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for: \$122.50. Please return to us in due course a certified copy of the articles of incorporation.

FROM:

Clinton M. Tarkoe  
Clinton M. Tarkoe  
1040 Bayview Drive, Ste 424  
Fort Lauderdale, FL 33304  
(954) 564.7525

FILED  
98 JAN 12 PM 1:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Handwritten signature and date 1/13/98*

ARTICLES OF INCORPORATION  
OF  
THEODORE C. LESCHER, M.D., P.A.

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Professional Service Corporation and Limited Liability Company Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be THEODORE C. LESCHER, M.D., P.A.

ARTICLE II

The corporation shall have the power to engage in the practice of medicine and related activities. The corporation elects to be governed by the provisions of the Florida Professional Service Corporation and Limited Liability Company Act and shall engage in the practice of its profession only through its officers, employees, and agents who are duly licensed or otherwise legally authorized to render services as a doctor of medicine in the State of Florida.

ARTICLE III

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any on time is 1,000 shares. All such shares shall be of a single class, designated as common. No capital stock shall be issued or transferred to anyone other than a professional corporation, a professional limited liability company, or an individual who is duly licensed or otherwise legally authorized to render services as a doctor of medicine in the State of Florida.

ARTICLE IV

No shareholder shall have the preferential or preemptive right to subscribe for or to purchase any shares of any class, any rights, warrants, or options with respect thereto, or any obligation convertible into or exchangeable for any such shares or other securities whether out of unissued shares or other securities or

out of shares or other securities acquired by the corporation after the issue thereof, regardless of the consideration therefor.

#### ARTICLE V

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

#### ARTICLE VI

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

#### ARTICLE VII

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of one director whose name and address is as follows:

Theodore C. Lescher 6405 N. Federal Highway, Ste 300  
Fort Lauderdale, FL 33308

#### ARTICLE VIII

The initial registered agent of the corporation is Louis J. DeReuil. The street address of the corporation's initial

registered office is 1040 Bayview Drive, Suite 424, Fort Lauderdale, FL 33304.

#### ARTICLE IX

The principal place of business and mailing address of this corporation shall be: 6405 N. Federal Highway, Ste 300, Fort Lauderdale, FL 33308.

#### ARTICLE X

The name and address of the incorporator to these Article of Incorporation is Clinton M. Tarkoe, 1040 Bayview Drive, Suite 424, Fort Lauderdale, FL 33304.

The undersigned incorporator has executed these Articles of Incorporation this 7th day of January, 1998.

  
Clinton M. Tarkoe, Incorporator

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation: THEODORE C. LESCHER, M.D., P.A.
2. The name and address of the registered agent and office is:

Louis J. Dereuil      1040 Bayview Drive, Ste 424  
Ft. Lauderdale, FL 33304

Date: January 7, 1998

Signature: *Louis J. Dereuil*

Title: Incorporator

CONSENT TO SERVE AS REGISTERED AGENT  
FOR  
THEODORE C. LESCHER, M.D., P.A.

Having been named in the state of Florida as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Date: January 7, 1998

*Louis J. Dereuil*  
Signature of Registered Agent

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