

GREENBERG
ATTORNEYS AT LAW
TRAURIG

P98000020695
March 2, 1998

Via Federal Express

Department of State
Corporate Records Bureau
409 East Gaines Street
Tallahassee, Florida 32301

200002445552--7
-03/03/98--01058--006
****122.50 ****122.50

Re: Don Fisher, D.O., P.A.

Ladies and Gentlemen:

Enclosed are an original and one copy of the Articles of Incorporation for the above referenced corporation, along with a check payable to the Secretary of State in the amount of \$122.50, in payment of the following:

Filing Fee	\$35.00
Registered Agent Filing Fee	\$35.00
Certified Copy	<u>\$52.50</u>

Total: \$122.50

Please return the certified copy to the attention of the undersigned.

If you have any questions, please do not hesitate to contact me.

Very truly yours,

Patricia A. Cote

Patricia A. Cote, CLA
Legal Assistant to
Marvin A. Kirsner

FILED
98 MAR -3 PM 2:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

02-27-98

Enclosures

WPB/COTEP/170154/3n@\$011.DOC/3/02/98

GREENBERG TRAURIG HOFFMAN LIPOFF ROSEN & QUENTEL, P.A.
ONE BOCA PLACE SUITE 419A 2255 GLADES ROAD BOCA RATON, FLORIDA 33431 561-998-9040 FAX 561-994-8898
MIAMI NEW YORK WASHINGTON, D.C. PHILADELPHIA SAO PAULO
FORT LAUDERDALE WEST PALM BEACH ORLANDO TALLAHASSEE BOCA RATON

9N3-4-98

**ARTICLES OF INCORPORATION
OF**

DON FISHER, D.O., P.A.

98 MAR -3 PM 2:08
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

02-27-98

The undersigned, desiring to organize a professional service corporation for the purposes hereinafter stated, pursuant to the Professional Service Corporation Act and other laws of the State of Florida, hereby certifies as follows:

ARTICLE I - NAME

The name of this corporation is Don Fisher, D.O., P.A. (the "Corporation").

ARTICLE II - PRINCIPAL OFFICE

The principal office of the Corporation is 1600 South Federal Highway, Suite 640, Pompano Beach, Florida 33062.

ARTICLE III - PURPOSE

The general nature of the business to be transacted by the Corporation shall be:

- (a) To engage in every phase and aspect of the business of rendering the same professional services to the public that a doctor licensed under the laws of the State of Florida is authorized to render, but such professional services shall be rendered only through officers, employees, and agents who are duly licensed or otherwise legally authorized to render such professional services in the State of Florida under the laws of the State of Florida.
- (b) To buy, sell, deal in and exchange shares of its own capital stock, except that 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 professional medical services within the State of Florida. No stockholder of this Corporation shall enter into a voting trust agreement or any other type of such agreement vesting another person with the authority to exercise the voting power of any or all of his stock.

- (c) To invest the funds of the Corporation in real estate, mortgages, stock, bonds, or any other type of investment, and to own real and personal property necessary for the rendering of professional services.
- (d) To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or the attaining of any of the objectives enumerated in these Articles of Incorporation, or any amendment hereto, and to do any act necessary or incidental to the protection and benefit of the Corporation and, in general, either alone or in association with other corporations, firms, partnerships, artificial entities, or individuals to carry on any lawful pursuit necessary or incidental to the accomplishment or furtherance of such purposes or objectives of the Corporation.
- (e) The Corporation shall have all of the powers which are now or which may hereafter be conferred upon professional service corporations by the laws of the State of Florida.

ARTICLE IV - STOCK

The maximum number of shares of stock which the Corporation is authorized to have outstanding at any time is One Thousand (1,000) shares of common stock having a par value of \$.10 per share.

ARTICLE V - EXISTENCE

The Corporation shall have perpetual existence commencing on February 27,
1998.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent and office of the Corporation are Don Fisher, D.O., is 1600 South Federal Highway, Suite 640, Pompano Beach, Florida 33062.

ARTICLE VII - STOCK TRANSFERABILITY

No stockholder of the Corporation may sell or transfer his shares in the Corporation except to another individual who is eligible to be a stockholder of the Corporation under the laws of the State of Florida.

ARTICLE VIII - STOCK OWNERSHIP

The Board of Directors shall require any officer, stockholder, agent, or employee of the Corporation, who has been rendering professional services to the public and who becomes legally disqualified to render such professional services within the State of Florida, or who accepts employment that, pursuant to existing law, places restrictions or limitations upon his continuing to render such professional services, to sever all employment with, and financial interests in, the Corporation forthwith.

ARTICLE XI - DIRECTORS

The Corporation shall have one (1) director initially. The number of directors may be increased or diminished, from time to time, by the bylaws adopted by the stockholders, but shall never be less than one (1).

ARTICLE X - INITIAL DIRECTOR

The name and street address of the first director of the Corporation are:

Name

Street Address

Don Fisher, D.O.

1600 South Federal Highway, Suite 640
Pompano Beach, Florida 33062

Said Director is of full age and is a citizen of the United States of America. The aforesaid director shall hold his office until the first annual meeting of the stockholders or until his successor is elected and has qualified.

ARTICLE XI - SUBSCRIBER

The name and street address of the subscriber to the Articles of Incorporation, who is a doctor, duly licensed under the laws of the State of Florida to render services as such are:

Name

Street Address

Donald Fisher, D.O.

1600 South Federal Highway, Suite 640
Pompano Beach, Florida 33062

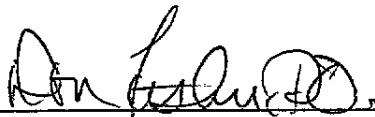
ARTICLE XII - BYLAWS

The bylaws of the Corporation may be created, amended or changed by the stockholders or directors at any regular or special meeting, duly held.

ARTICLE XIII - INDEMNIFICATION

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

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 27th day of February 1998.



Don Fisher, D.O.

FILED
98 MAR -3 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE VI OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS DUTIES.

Dated this 27th day of February 1998.

Don Fisher

Don Fisher, D.O.

STATE OF FLORIDA)

SS:

COUNTY OF PALM BEACH)

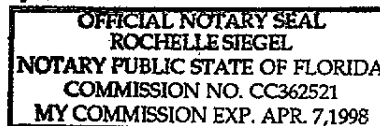
The foregoing instrument was sworn to and subscribed before me this 27th day of February, 1998, by Don Fisher, D.O., the Declarant, who is personally known to me ✓ or produced driver's license as identification, and who did take an oath.

Rochelle Siegel

Notary Public

Print Name: Rochelle Siegel

My Commission:



WPB/KIRSNERM/179555/3%jn011.DOC/2/27/98

EFFECTIVE DATE

02-27-98