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May 13, 1998

State of Florida  
Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

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-05/18/98--01118--001  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Orthopaedic Associates of South Broward, P.A.

To Whom It May Concern:

Enclosed are an original and one copy of Articles of Incorporation of Orthopaedic Associates of South Broward, P.A., and a check for \$122.50 to cover the filing fee, registered agent designation fee and the certified copy fee. Please send to me a certified copy of the filed Articles of Incorporation.

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

Sincerely,

*L. M. Ploucha*  
L.M. Ploucha *Per nlc*

LMP/nlc  
Enclosures

*Signed for L. M. Ploucha in his absence  
to prevent delay in mailing.*

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DIVISION OF CORPORATIONS  
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**ARTICLES OF INCORPORATION**

**OF**

**ORTHOPAEDIC ASSOCIATES OF SOUTH BROWARD, P.A.**

**ARTICLE I.**

**CORPORATE NAME**

The name of this Corporation shall be:

**ORTHOPAEDIC ASSOCIATES OF SOUTH BROWARD, P.A.**

**ARTICLE II.**

**MAILING ADDRESS AND PRINCIPAL OFFICE**

The Corporation's mailing address is:

1150 North 35th Avenue  
Suite 390  
Hollywood, Florida 33021

The address of the Corporation's principal office is not known at this time.

**ARTICLE III.**

**NATURE OF CORPORATE BUSINESS**

This Corporation, through its Officers and Employees, shall be authorized to engage in every aspect and phase of the practice of medicine within the State of Florida; to engage in any activities which will facilitate and promote the practice of medicine through its Officers and Employees; and to invest and reinvest its funds in real estate, mortgages, stocks, bonds and any other type of investments within the meaning of Section 8 of the Professional Service Corporation Act; and to purchase and own real and personal property necessary for the rendering of professional services

within the practice of medicine. This Corporation shall not be authorized to engage in any business other than the practice of medicine.

#### ARTICLE IV.

##### CAPITAL STOCK

This Corporation is authorized to issue a maximum of seven thousand five hundred (7,500) shares of stock. The shares of stock authorized shall be common stock having a par value of One (1) Dollar per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

#### ARTICLE V.

##### INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

L.M. Ploucha, Esq.  
c/o Atkinson, Diner, Stone & Mankuta, P.A.  
1946 Tyler Street  
Hollywood, Florida 33020

#### ARTICLE VI.

##### BOARD OF DIRECTORS

The number of Directors may be altered from time to time by Bylaws adopted by the Stockholders. However, the Corporation shall have no less than one (1) Director at any time.

#### ARTICLE VII.

##### INITIAL DIRECTORS

The name and post office address of each member of the first Board of Directors is:

<u>Name</u>	<u>Address</u>
ALAN J. REICH	1150 North 35th Avenue Suite 390 Hollywood, Florida 33021
WARREN GROSSMAN	1150 North 35th Avenue Suite 390 Hollywood, Florida 33021
KENNETH TAYLOR	1150 North 35th Avenue Suite 390 Hollywood, Florida 33021

The members of the first Board of Directors shall hold office until the first annual meeting of the Stockholders of the Corporation.

#### ARTICLE VIII.

#### INCORPORATOR

The name and post office address of the Incorporator executing these Articles of Incorporation is as follows:

<u>Incorporator</u>	<u>Address</u>
WARREN GROSSMAN	1150 North 35th Avenue Suite 390 Hollywood, Florida 33021

#### ARTICLE IX.

#### INCORPORATION OF PROVISIONS OF PROFESSIONAL SERVICE CORPORATION ACT

This Corporation is intended to be a Professional Corporation within the meaning of the Professional Service Corporation Act, and accordingly, the Corporation, its Officers, Directors and Stockholders, shall be subject to all of the Sections of said Act concerning the formation of the

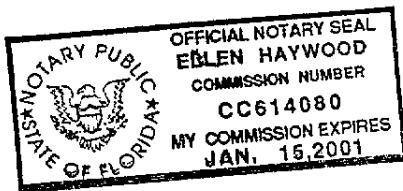
Corporation, the conduct of its business, and the liabilities, rights, privileges and immunities of the Corporation, its Officers, Directors and Stockholders, as stated in Chapter 621, Florida Statutes.

THE UNDERSIGNED Incorporator, for the purpose of forming a Corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts stated are true.

Warren Grossman (SEAL)  
WARREN GROSSMAN

STATE OF FLORIDA       )  
                                      ) SS:  
COUNTY OF BROWARD    )

The foregoing instrument was acknowledged before me this 15<sup>th</sup> day of May, 1998, by WARREN GROSSMAN, who is personally known to me or has produced known as identification.



Ellen Haywood  
Notary Public, State of Florida  
at Large

The undersigned hereby accepts the foregoing designation as initial Registered Agent and agrees to comply with the provisions of law applicable to said designation.

L.M. Ploucha  
L.M. PLOUCHA

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DIVISION OF CORPORATIONS  
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