

BLANK ROME COMISKY & MCCAULEY LLP

Counselors at Law

Direct Dial Phone:

98100063937

Pennsylvania
New Jersey
Delaware
Maryland
Washington, DC
Florida

July 13, 1998

Florida Department of State
Division of Professional Associations
409 East Gaines Street
Tallahassee, FL 32399

000002592190-9
07/17/98-01082-013-9
****122.50 ****122.50

Re: ROBERT K. WENGER, M.D., P.A.

Dear Sir or Madam:

Enclosed please find an original and one (1) copy of Articles of Incorporation and Certificate of Designation for Registered Agent regarding the above-reference professional association. Also enclosed is our check in the amount of \$122.50 for filing of the Articles. A self-addressed return envelope is enclosed for your convenience in the return of the certified copy of the Articles of Incorporation.

Thank you.

Sincerely,



ROBERT S. SARAGA

:mk

Enclosures

cc: Dr. Robert K. Wenger, M.D.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 17 AM 11:21

ARTICLES OF INCORPORATION

OF

ROBERT K. WENGER, M.D., P.A.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 17 AM 11:22

The undersigned being duly licensed to practice medicine under the laws of the State of Florida, files these Articles of Incorporation for the purpose of forming a Professional Association under and pursuant to the laws of the State of Florida, Section 621, Florida Statutes, providing for the formation, liability, privileges, rights and immunities of a Professional Association for profit, and does hereby organize the Professional Association with the name set forth below and adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the Professional Association is **ROBERT K. WENGER, M.D., P.A.** (the "Professional Association").

ARTICLE II - TERM OF EXISTENCE

The period of duration of the Professional Association is perpetual.

ARTICLE III - PURPOSE

The Professional Association is formed to engage in every phase and aspect of the practice of medicine. In addition, the Professional Association may invest the funds of the Professional Association in real estate, mortgages, stocks, bonds or any other type of investment, and own real and personal property necessary for the rendering of professional services.

ARTICLE IV - CAPITAL STOCK

The Capital Stock of the Professional Association shall be one-hundred (100) shares of common stock having no par value. None of the shares of the Professional Association may be issued to anyone other than an individual licensed to practice medicine in the State of Florida.

ARTICLE V - PREEMPTIVE RIGHTS AND CUMULATIVE VOTING

No shareholder shall have any preemptive right whatsoever, and cumulative voting shall not be permitted.

ARTICLE VI - PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Professional Association shall be Delray Beach, Florida,

and its mailing address shall be:

5150 Linton Blvd.
Suite 220
Delray Beach, Florida 33484

ARTICLE VII - REGISTERED AGENT

The name of the registered agent and the street address of the initial registered office of the Professional Association is:

C T CORPORATION SYSTEM
1200 South Pine Island
Plantation, Florida 33324

ARTICLE VIII - OFFICERS AND DIRECTORS

The names and street addresses of the initial officers and directors, who shall hold office until the first meeting of the shareholders or until a successor shall have been elected and qualified, is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Dr. Robert K. Wenger, M.D. President/Director	c/o Blank Rome Comisky & McCauley 1200 North Federal Highway Boca Raton, Florida 33432
Dr. Robert K. Wenger, M.D. Secretary/Treasurer	c/o Blank Rome Comisky & McCauley 1200 North Federal Highway Boca Raton, Florida 33432

The number of directors may be increased or decreased from time to time by amendment to the By-Laws of the Professional Association, provided that the Professional Association shall at all times have at least one director.

ARTICLE IX - INCORPORATOR

The name and address of the Incorporator of the Professional Association is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Robert S. Saraga, Esq.	c/o Blank Rome Comisky & McCauley 1200 North Federal Highway Boca Raton, Florida 33432

ARTICLE X - RESTRAINT ON ALIENATION OF SHARES

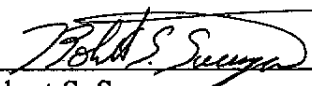
The shareholders of the Professional Association shall have the power to include in the bylaws, adopted by a majority of the shareholders of the Professional Association, any regulatory or restrictive provisions regarding the proposed sale, transfer or other disposition of any of the outstanding stock of the Professional Association by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions and details, of the disposition shall be determined by the shareholders of the Professional Association; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of the Professional Association may sell or transfer their stock in the Professional Association except to another individual who is eligible to be a shareholder of the Professional Association and the sale or transfer may be made only after it has been approved at a shareholder meeting especially called for that purpose. If any shareholder becomes legally disqualified to practice medicine in the State of Florida or is elected to a public office or accepts employment that places restrictions or limitations on their continuous rendering of such professional services, that shareholder's shares of stock shall immediately become subject to purchase by the Professional Association in accordance with the bylaws adopted by the shareholders.

ARTICLE XI - AMENDMENT

The Professional Association reserves the right to amend or repeal any provisions in these Articles of Incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand this 6th day of July, 1998.

INCORPORATOR

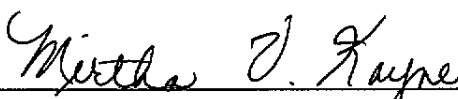

Robert S. Saraga

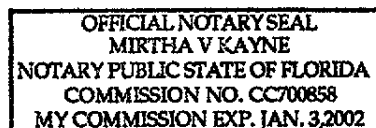
STATE OF FLORIDA

)
) SS
)

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 6th day of July, 1998 by Robert S. Saraga, who is personally known to me or who has produced _____ as identification.


Notary Public



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 17 AM 11:22

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned Professional Association, organized under the laws of 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 Professional Association is ROBERT K. WENGER, M.D., P.A.
2. The name and address of the registered agent and office is:

C.T CORPORATION SYSTEM
1200 South Pine Island
Plantation, Florida 33324

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED PROFESSIONAL ASSOCIATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

C.T CORPORATION SYSTEM

By: Vicky Goldstein
Name: VICKY GOLDSTEIN
Title: SPECIAL ASSISTANT SECRETARY

Dated: 7-9-98