

7-24-1998 2:48PM

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FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

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FROM: MOMBACH, BOYLE & HARDIN, P.A.

ACCT#: 074143000064

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NAME: OPH/BOYNTON, INC.

AUDIT NUMBER.....H98000013750

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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**ARTICLES OF INCORPORATION  
OF  
OPH/BOYNTON, INC.**

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation:

**Article I  
Name**

The name of this corporation shall be OPH/BOYNTON, INC.

**Article II  
Principal Office and Mailing Address**

The principal place of business and mailing address of this corporation shall be 500 East Broward Boulevard, Suite 1950, Ft. Lauderdale, Florida 33394.

**Article III  
Capital Stock**

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 5,000 shares of common stock having a par value of \$1.00 per share.

**Article IV  
Initial Registered Agent and Address**

The street address of the initial registered office of this corporation is 500 East Broward Boulevard, Suite 1950, Ft. Lauderdale, Florida 33394, and the initial registered agent at that office is Douglas L. Roberts, Esq.

**Article V  
Incorporator**

The name and street address of the incorporator of this corporation are:

Gary S. Singer, Esq.  
500 East Broward Boulevard, Suite 1950  
Ft. Lauderdale, Florida 33394

**Article VI  
Duration**

This corporation shall exist perpetually.

Prepared By:  
Gary S. Singer, Esquire  
Mombach, Boyle & Hardin, P.A.  
500 East Broward Boulevard, Suite 1950  
Fort Lauderdale, Florida 33394  
(954) 467-2200  
Attorney Number: 355178

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**Article VII**  
**Purposes**

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the United States of America and of the State of Florida.

**Article VIII**  
**Directors**

(a) This corporation shall have three (3) directors initially. The number of directors may be increased or decreased from time to time as provided in the bylaws, but shall never be less than one (1).

(b) The names and street addresses of the initial directors of the corporation are:

Steven R. Kamelhair  
400 Northwest 74th Avenue  
Plantation, Florida 33317

Stephen L. Nemerofsky  
6121 Banyan Terrace  
Plantation, Florida 33317

Audie M. Rolnick  
1210 N.W. 78th Avenue  
Plantation, Florida 33322

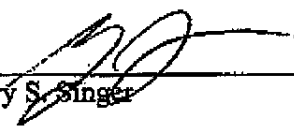
**Article IX**  
**Effective Date**

These Articles of Incorporation shall become effective upon filing by the Department of State of the State of Florida.

**Article X**  
**Indemnification**

The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation on the 23<sup>rd</sup> day of July, 1998.

  
\_\_\_\_\_  
Gary S. Singer

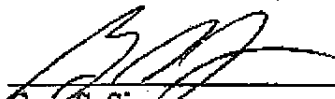
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**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Sections 48.091, 607.0501 and 607.0505, Florida Statutes, the following is submitted:

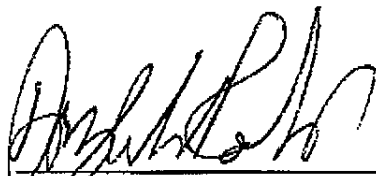
OPH/BOYNTON, INC., desiring to organize or qualify under the laws of the State of Florida hereby designates Douglas L. Roberts, Esq. as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 500 East Broward Boulevard, Suite 1950, Ft. Lauderdale, Florida 33394.

DATED this 23<sup>rd</sup> day of July, 1998.

  
\_\_\_\_\_  
Gary S. Singer

Having been named as registered agent to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to 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.

DATED this 23<sup>rd</sup> day of July, 1998.

  
\_\_\_\_\_  
Douglas L. Roberts

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July 23, 1998

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