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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
FOR PROFESSIONAL ASSOCIATION

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ALLAN J. STEIN, D.O., P.A.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION 607.164 and CHAPTER 621, FLORIDA STATUTES

THE UNDERSIGNED natural person, competent and licensed to practice medicine in the State of Florida, acting hereby as Incorporator for the purpose of forming a professional service corporation for profit under the provisions of Section 607, Florida Statutes, "Florida General Corporation Act," and Section 621, Florida Statutes, "Florida Professional Service Corporation Act," does hereby adopt the following Articles of Incorporation:

I.

NAME OF CORPORATION

The name of this Corporation shall be: Allan J. Stein, D.O., P.A..

II.

PURPOSES

The general nature and purpose of business to be transacted, promoted and carried on by the Corporation are as follows:

A. To engage in every aspect of the practice of medicine, and all its fields of specialization, as are engaged in by physicians.

This document was prepared by:
Samuel Spencer Blum, Esquire
Suite 106
2666 Tigertail Avenue
Coconut Grove, Florida 33133
305/854-3314
Florida Bar No. 273430

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- Page 1 -

Samuel Spencer Blum

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B. To engage and render professional services involved only through its Officers, Agents and employees who shall be physicians in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this Corporation.

C. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.

D. To engage in no other business other than the rendition of the professional services specified herein.

E. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

III.

CAPITAL STOCK

A. The maximum number of shares that the Corporation is authorized to have outstanding at any time shall be one hundred (100) shares of common stock at Five Dollars (\$5) per share par value.

B. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

C. Shares of the Corporation's stock and certificates shall be issued only to physicians in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this Corporation.

H98000014664

- Page 2 -

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H98000014664

IV.

DURATION

The Corporation shall have perpetual existence.

V.

PRINCIPAL ADDRESS

The street address of the initial principal office of the corporation is 7045 SW 139 Street, Miami, Florida 33158.

VI.

REGISTERED AGENT

The address of this Corporation's registered office is Suite 106, 2666 Tigertail Avenue, Coconut Grove, Florida 33133; and the name of its initial Registered Agent at said address is Samuel Spencer Blum.

VII.

INCORPORATOR

The name and address of the Incorporator is as follows: Allan J. Stein, D.O., 7045 SW 139 Street, Miami, Florida 33158.

VIII.

BOARD OF DIRECTORS

The Corporation shall have a Board of Directors consisting of one (1) person. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders, but shall never be less than one (1). The name and address of

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- Page 3 -

Samuel Spencer Blum

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the initial Director of this Corporation are: Allan J. Stein, D.O., 7045 SW 139 Street, Miami, Florida 33158.

IX.

INFORMAL SHAREHOLDER ACTION

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the Corporation as part of the corporate records.

X.

SEVERANCE AND TERMINATION OF EMPLOYMENT

If any Officer, Director, Stockholder, Agent or employee of this Corporation becomes legally disqualified to render the professional services for which the Corporation is organized, or accepts employment that places restrictions or limitations on his or her continued rendering of such professional services, he or she shall forthwith sever all employment with the Corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the Corporation on account of professional services. The Corporation shall forthwith, upon such disqualification of any Shareholder, purchase such Shareholder's and pay him or her all amounts owing and lawfully due to him or her by the Corporation, except that such shares shall not be entitled to dividends.

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- Page 4 -

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EMPIRE CORP
TELEPHONE: (305) 854-1885

TELEFAX: (305) 854-3314
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XI.

INFORMAL DIRECTOR ACTION

If all of the Directors, severally or collectively, consent in writing to any action taken or to be taken by the Corporation, and the writing evidencing their consent is filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

XII.

INDEMNIFICATION

The Corporation shall indemnify any Officer or Director or any former Officer or Director to the full extent permitted by law.

XIII.

BY-LAW AMENDMENT

The power to adopt, alter, amend or repeal the By-Laws of this Corporation shall be vested in the Board of Directors and Stockholders, provided that such amendment is in compliance with the laws of the State of Florida which govern professional service Corporations.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 6 day of Aug, 1998.


Allan J. Stein, D.O., Incorporator

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- Page 5 -

Samuel Spencer Blum

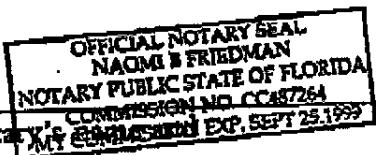
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STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 6 day of
Aug, 1998, by Allan J. Stein, D.O., personally known
to me or who has produced _____ as identification.

Print Notary's
commission number




Notary Public
State of Florida at Large

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- Page 6 -

Samuel Spencer Blum

ATTORNEY AT LAW

H98000014664

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OF
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA, NAMING AGENT UPON WHICH PROCESS MAY BE SERVED**

In compliance with §48.091, Florida Statutes, the following is submitted:

First, that Allan J. Stein, D.O., P.A., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in Miami, State of Florida, has named Samuel Spencer Blum, located at Suite 106, 2666 Tigertail Avenue, Coconut Grove, Florida 33133, as its agent to accept service of process within Florida.



Allan J. Stein, D.O., Incorporator

Having been named to accept service of process for the above-stated Corporation at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



Samuel Spencer Blum

SSB/DF
AUGUST 5, 1998
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- Page 7 -

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