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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

GEORGE D. ROFFMAN, M.D., P.A.

Certificate of Status	0
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ARTICLES OF INCORPORATION

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OF

GEORGE D. ROFFMAN, M.D., P.A.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, THE UNDERSIGNED INCORPORATOR to these Articles of Incorporation, a Physician, Doctor of Medicine, duly licensed to render services as such under the Laws of the State of Florida, hereby present these Articles for formation of a Corporation pursuant to the Professional Service Corporation Act, Florida Statutes Section 621, and other Laws of the State of Florida.

ARTICLE I

The name of the Corporation is:

GEORGE D. ROFFMAN, M.D., P.A.

ARTICLE II

This corporation is organized for the following purposes:

A. To engage in the practice of medicine as a professional corporation and to own and operate a medical clinic for the purpose of providing medical care and treatment.

B. To promote medical, surgical, and scientific research and knowledge; to furnish related laboratory and clinical services; and to own real and personal property, enter into contracts, and engage in any lawful business necessary for the rendering of the professional medical services.

C. To do everything necessary, proper, or convenient to accomplish any of the purposes set forth in these articles, and to do every other act incidental to the corporate purposes which is not forbidden by Florida laws or by the provisions of these articles of incorporation.

The purposes of this corporation shall be carried out only through officers, employees, and agents, each of whom is licensed or otherwise legally qualified to render professional medical services in the State of Florida.

JOSEPH A. VECCHIO, JR.
FLA. BAR 158848
ATTORNEY AT LAW
BEGGS & VECCHIO
PENTHOUSE SUITE A
2929 E. COMMERCIAL BLVD.
FT. LAUDERDALE, FLORIDA 33308
PH: 954 772 5132

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H99000004970**ARTICLE III****Stocks**

The total number of shares of stock that the Corporation is authorized to have outstanding at any one time is **ONE HUNDRED (100) SHARES** of Common Stock having a par value of **TEN AND NO/100ths (\$10.00) DOLLARS** per share. None of the shares of the Corporation may be issued to anyone other than an individual duly licensed to practice medicine in the State of Florida.

ARTICLE IV**Initial Capital**

The amount of capital with which the Corporation will begin to practice medicine is not less than **FIVE HUNDRED AND NO/100 (\$500.00) DOLLARS**.

ARTICLE V**Duration**

The period of the corporation's duration shall be perpetual or until dissolved on a vote of the shareholders as provided in these articles.

ARTICLE VI**Initial Registered Agent and Address**

The initial Post Office address of the principal office of the Corporation in the State of Florida is **2100 N.W. 105th. Lane, Coral Springs, Florida 33071**. The initial Registered Agent of the Corporation at that address is **GEORGE D. ROFFMAN, M.D.**

ARTICLE VII

The corporation is to be managed by a board of directors. The number of directors constituting the initial board of directions is **ONE (1)**, and the names and addresses of the initial directors are:

NAME	ADDRESS
GEORGE D. ROFFMAN, M.D.	2100 N.W. 105TH. LANE CORAL SPRING, FL. 33071

The initial directors shall hold office until their successors are elected and qualified as provided in the bylaws. Then the terms of office of each director shall be **ONE (1) YEAR** and until the election and qualification of a successor. The number of directors set forth in these articles of incorporation and constituting the initial board of directors shall be the authorized

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number of directors until that number is changed by a bylaw duly adopted by the shareholders.

ARTICLE VIII

Incorporation

The name and street address of the person signing the Articles of Incorporation as incorporator, a Physician, Doctor of Medicine, law, duly licensed under the Laws of the State of Florida to render services as such, the number of shares of stock each agrees to take, and the value of the consideration therefore is:

GEORGE D. ROFFMAN, M.D.

2100 N.W. 105TH. LANE
CORAL SPRINGS, FL. 33071

ONE HUNDRED (100) SHARES, ONE THOUSAND (\$1,000.00) DOLLARS

ARTICLE IX

Voting Trusts

No Shareholder of the Corporation shall enter into a Voting Trust Agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

ARTICLE X

Cumulative Voting for Directors

At all elections of Directors of the Corporation, each shareholder shall be entitled to as many votes as shall equal the number of shares which (except for these provisions as to cumulative voting) he would be entitled to cast for the election of Directors with respect to his share of stock, multiplied by the number of Directors to be elected, and he may cast all such votes for a single Director, or may distribute them among the number to be voted for, or any two (2) or more of them, as he may see fit.

ARTICLE XI

Indemnification

The Corporation shall indemnify any officer or Director or any former officer or Director to the fullest extent permitted by law.

ARTICLE XII

Removal of Directors

Any Director of the Corporation may be removed at any annual or special meeting of the shareholders by the same vote as that required to elect a Director.

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ARTICLE XIII

Restraint on Alienation of Shares

No shareholder of the Corporation may sell or transfer his shares therein, except to another individual who is eligible to be a shareholder of the Corporation, and such sale or transfer may be made only after the same shall have been approved at a shareholders' meeting specially called for such purpose. If any shareholder shall become legally disqualified to practice medicine in the State of Florida, or accept employment that places restrictions or limitations upon his continuous rendering of such professional services, such shareholder's share of stock shall immediately become subject to purchase by the Corporation in accordance with the By-Laws adopted by the shareholders.

ARTICLE XIV

Additional Corporate Powers

In furtherance and not in limitation of the general powers conferred by the Laws of the State of Florida and of the purposes and objects hereinabove stated, the Corporation shall have all of the following powers:

1. To enter into, or become a partner in any arrangement for sharing profits, union of interest or co-operation, joint venture, or otherwise, with any person, firm or corporation for the purpose of rendering professional services.
2. To deny to the holders of the common shares of the Corporation any pre-emptive right to purchase or subscribe to any new shares or any type of shares of the Corporation, and no shareholder shall have any pre-emptive right to subscribe to any such shares.
3. At its option to purchase and acquire any or all of its stock owned and held by any such shareholder as should desire to sell, transfer, or otherwise dispose of his share in accordance with the By-Laws adopted by the shareholders of the Corporation setting forth the terms and conditions of such purchase; provided, however that the capital of the Corporation is not impaired.

ARTICLE XV

Amendment

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights

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conferred upon shareholders herein are granted subject to this reservation.

ARTICLE XVI

Bylaws

The initial directors shall submit the proposed bylaws to the shareholders at a meeting to be held for that purpose not more than THIRTY (30) days following the issuance of the Certificate of Incorporation. Following the adoption of bylaws by the affirmative vote of three fourths of the shareholders, the internal affairs of the corporation are to be regulated and managed in accordance with the bylaws.

ARTICLE XVII

Dissolution

The corporation may be dissolved at any time (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least two thirds of the outstanding shares of the corporation entitled to vote. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rate, each shareholder to participate in the distribution in direct proportion to the number of shares held by the shareholder.

IN WITNESS WHEREOF the undersigned incorporator of this corporation has executed these articles of incorporation at Ft. Lauderdale, Florida on this 26 day of Feb, 1999.

George D. Roffman, M.D.
GEORGE D. ROFFMAN, M.D.

STATE OF FLORIDA

COUNTY OF BROWARD

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared GEORGE D. ROFFMAN, M.D. _____ personally known to me or who has produced _____ as identification, who did take an oath and who executed the foregoing instrument and acknowledged before me that he executed same.

WITNESS my hand and official seal in the County and State last aforesaid this 26 day of Feb, 1999.

MY COMMISSION EXPIRES:

Joseph Anthony Viscchio
NOTARY PUBLIC



Joseph Anthony Viscchio Jr.
My Commission CCB27965
Expires April 20, 2001

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**CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST -- That GEORGE D. ROFFMAN, M.D., P.A., desiring to organized under the Laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at the City of Coral Springs, County of Broward, State of Florida has named GEORGE D. ROFFMAN, M.D. located at 2100 N.W. 105th. Lane, Coral Springs, Broward County, Florida 33071, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

BY: George D. Roffman M.D.
GEORGE D. ROFFMAN, M.D.

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TALLAHASSEE, FLORIDA

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