

P99000025787

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Bregman & Bregman,  
M.D., P.A.

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-03/18/99--01050--012  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

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99 MAR 18 AM 11:09

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

W99-6564

Signature \_\_\_\_\_

Requested by: CS

Name \_\_\_\_\_

Date

3/18

Time

10:26

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

☒ Art of Inc. File \_\_\_\_\_

\_\_\_\_\_ LTD Partnership File \_\_\_\_\_

\_\_\_\_\_ Foreign Corp. File \_\_\_\_\_

\_\_\_\_\_ L.C. File \_\_\_\_\_

\_\_\_\_\_ Fictitious Name File \_\_\_\_\_

\_\_\_\_\_ Trade/Service Mark \_\_\_\_\_

\_\_\_\_\_ Merger File \_\_\_\_\_

\_\_\_\_\_ Art. of Amend. File \_\_\_\_\_

\_\_\_\_\_ RA Resignation \_\_\_\_\_

\_\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_

\_\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_

☒ Cert. Copy \_\_\_\_\_

\_\_\_\_\_ Photo Copy \_\_\_\_\_

\_\_\_\_\_ Certificate of Good Standing \_\_\_\_\_

\_\_\_\_\_ Certificate of Status \_\_\_\_\_

\_\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_

\_\_\_\_\_ Corp Record Search \_\_\_\_\_

\_\_\_\_\_ Officer Search \_\_\_\_\_

\_\_\_\_\_ Fictitious Search \_\_\_\_\_

\_\_\_\_\_ Fictitious Owner Search \_\_\_\_\_

\_\_\_\_\_ Vehicle Search \_\_\_\_\_

\_\_\_\_\_ Driving Record \_\_\_\_\_

\_\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_

\_\_\_\_\_ UCC 11 Search \_\_\_\_\_

\_\_\_\_\_ UCC 11 Retrieval \_\_\_\_\_

\_\_\_\_\_ Courier \_\_\_\_\_

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CP  
3-22-99  
u



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

March 18, 1999

CAPITAL CONNECTION, INC.  
417 E. VIRGINIA ST.  
STE. 1  
TALLAHASSEE, FL 32301

SUBJECT: BREGMAN & BREGMAN, M.D., P.A.  
Ref. Number: W99000006564

We have received your document for BREGMAN & BREGMAN, M.D., P.A. and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the corporation's principal office and/or a mailing address in the document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6929.

Randall Purintun  
Document Specialist

Letter Number: 799A00013494

## ARTICLES OF INCORPORATION

-of-

BREGMAN & BREGMAN, M.D., P.A..

THE UNDERSIGNED, for the purpose of forming a corporation under the Florida Professional Service Corporation Act, does hereby adopt the following Articles of Incorporation:

## ARTICLE I. NAME

The name of the corporation is BREGMAN & BREGMAN, M.D., P.A. and the address is: 2828 S. Seacrest Blvd., Suite 101, Boynton Beach, Fl. 33435.

ARTICLE II.  
DURATION-CORPORATE EXISTENCE

The term of existence of the corporation is perpetual.

## ARTICLE III. PURPOSE

The sole and specific purposes for which the corporation is organized are:

- A. to engage in the rendering of professional service as Physicians.
- B. to transact any other lawful business for which corporations may be incorporated under the Florida Professional Service Corporation Act;
- C. to do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

## ARTICLE IV. AUTHORIZED SHARES

The aggregate number of shares which the corporation is authorized to issue is 1,000,000. Such shares shall be of a single class and have a par value of One Dollar (\$1.00) per share.

ARTICLE V.  
JOINT REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is:

2828 S. Seacrest Blvd.  
Suite 101  
Boynton Beach, Fl. 33435

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and the name of its initial registered agent at such address is:

**RICHARD BREGMAN**

**ARTICLE VI.  
INITIAL OFFICERS AND DIRECTORS**

The number of directors of the corporation shall not be less than ONE, and the number of directors constituting the initial Board of Directors of the corporation is two. The names and addresses of the people who are to serve as the initial Board of Directors and the initial officers of the corporation are:

NAME	ADDRESS
<b>Richard Bregman</b>	2828 S. Seacrest Blvd. Suite 101 Boynton Beach, Fl. 33435
<b>Robert Bregman</b>	2828 S. Seacrest Blvd. Suite 101 Boynton Beach, Fl. 33435

**ARTICLE VII. INCORPORATOR**

The name and address of the incorporator of the corporation is:

NAME	ADDRESS
<b>Richard Bregman</b>	2828 S. Seacrest Blvd. Suite 101 Boynton Beach, Fl. 33435

**ARTICLE VIII. CUMULATIVE VOTING**

In all elections for directors, every shareholder shall have the right to vote, in person or by proxy, for the number of shares owned by him, for as many persons as there are directors to be elected, or to cumulate said votes, and give one candidate as many votes as the number of directors multiplied by the number of his shares equal, or distribute them on the same principal among as many candidates as he shall see fit.

**ARTICLE IX. PREEMPTIVE RIGHTS**

Each shareholder of this corporation shall be entitled to full preemptive rights to purchase his prorata share of any future issue

of the unissued or treasury shares of the corporation and any securities of the corporation, convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

#### ARTICLE X. CHANGE OF CORPORATE FORM

The affirmative vote of a majority of the shares of the corporation shall be required to amend these Articles of Incorporation, or to merge or consolidate the corporation with or into any other corporation, or to sell, lease, or convey all or substantially all of the assets of the corporation, or to voluntarily dissolve, liquidate or wind up its affairs.

#### ARTICLE XI. SHAREHOLDERS AGREEMENTS

Subject to the restrictions of the Florida Professional Service Corporation Act and notwithstanding any provision of these Articles to the contrary the shareholders of the corporation and the corporation shall have the power to enter into an agreement or agreements which relate to any phase of the affairs of the corporation. The provisions of said agreement may include, but shall not be limited to, the following:

A. the voting of shares in the corporation or the procedure by which shares in the corporation are voted;

B. the limitation of corporate business or purpose to specified activities or enterprises;

C. the management of corporate business and the division of corporate profits;

D. restriction on the transfer of shares in the corporation;

E. rights of the corporation or other shareholder to purchase shares of the corporation upon:

- (1) The sale or other transfer all or part of the shares of the corporation or any rights or interest therein;
- (2) the retirement, death, incapacity or insolvency of a shareholder;
- (3) any other agreed upon event;

the agreement may provide for the price and all terms of such purchase;

F. the merger or consolidation of the corporation with any other corporation, or the sale, lease, or conveyance of all or substantially all of the assets of the corporation or the dissolution, liquidation and winding up of its affairs. Any procedures relating to the foregoing.

Said agreement shall be in writing and shall be executed by the shareholder to be bound thereby. The corporation is hereby empowered to become a party to any such agreement and shall be bound by the provisions thereof if a party. Said agreement shall control any conflicting provisions of these articles, the bylaws of the corporation or any prior agreement.

EXECUTED by the undersigned at 2824 S. Seawall Blvd #101 - Boynton Beach, FL on the 15 day of March, 1999.

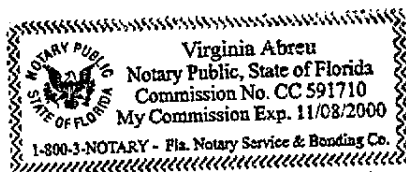
Richard Bregman, ms  
RICHARD BREGMAN

Robert Bregman, ms  
ROBERT BREGMAN

STATE OF FLORIDA )  
COUNTY OF PALM BEACH ) :S

BEFORE ME, the undersigned authority, personally appeared RICHARD BREGMAN and ROBERT BREGMAN to me well known and known to me to be the persons described in and who executed the foregoing Articles Of Incorporation, and they acknowledged to and before me that they executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the State and County aforesaid this 15<sup>th</sup> day of March, 1999.



Virginia Abreu  
Notary Public, State of Fla.  
Commission No.: CC 591710  
My Commission Expires: 11-8-2000

I, RICHARD BREGMAN, having been appointed registered agent of BREGMAN & BREGMAN, M.D., P.A., do hereby agree to act in this capacity and to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED: 3/12/99  
Richard Bregman, ms  
RICHARD BREGMAN

Registered Agent

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