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Florida Department of State  
Division of Corporations  
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**FLORIDA PROFIT CORPORATION OR P.A.**

**LARS P. JENSEN, M.D., P.A.**

Certificate of Status	0
Certified Copy	1
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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

June 29, 1999

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SUBJECT: LARS P. JENSEN, M.D., P.A.  
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ARTICLES OF INCORPORATION  
OF  
LARS P. JENSEN, M.D., P.A.

The undersigned, who is duly licensed to practice medicine in the State of Florida, for the purpose of forming a professional corporation under Chapter 621 of the Florida Statutes and the Florida Professional Service Corporation Act, does hereby make, subscribe, certify, acknowledge, adopt and file these Articles of Incorporation as follows:

ARTICLE I - NAME

The name of the Corporation is LARS P. JENSEN, M.D., P.A.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The initial principal office and mailing of address of the corporation shall be:

7300 S.W. 62<sup>nd</sup> Place, Second Floor

Miami, Florida 33143

ARTICLE III - TERM OF EXISTENCE

This corporation shall exist perpetually, unless sooner dissolved according to law, and corporate existence shall commence with the filing of these Articles.

Prepared by:  
Michael G. Bass, Esq.  
Fla. Bar No. 269141  
Michael G. Bass, P.A.  
8900 S.W. 107th Avenue, Suite 206  
Miami, Florida 33176  
(305) 595-9300

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#### ARTICLE IV - PURPOSE

The purpose for which the Corporation is organized are as follows:

A. To engage in every phase and aspect of the business of rendering the same professional services to the public that a doctor, duly licensed under the laws of the State of Florida, is authorized to render, but such professional services shall be rendered only through individuals authorized by the laws of the State of Florida to render such professional services as individuals.

B. To invest the funds of the Corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and to own real and personal property necessary for the rendering of professional services.

C. To do everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects for the furtherance of any of the purposes enumerated in this Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the Corporation.

The foregoing paragraphs shall be construed as enumerating both objects, purposes, and powers of the Corporation, and it is hereby expressly provided that the foregoing enumerations of specific powers shall not be held to limit or restrict in any manner the powers of the Corporation otherwise permitted by law.

#### ARTICLE V - INITIAL REGISTERED OFFICE

##### REGISTERED AGENT AND ADDRESS

The street address of the initial registered office of the Corporation shall be 6140 S.W. 70<sup>th</sup>

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Street, Miami, Florida 33143, and the name of the initial registered agent of the Corporation at that address is Lars P. Jensen, M.D.

#### ARTICLE VI - STOCK

The aggregate number of shares which the Corporation has authority to issue is 7,500, all of which shall be common shares with the par value of One Dollar (\$1.00) per share.

#### ARTICLE VII - PREEMPTIVE RIGHTS

Each shareholder of any class of stock of this Corporation shall be entitled to full preemptive rights to purchase any 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 VIII - SECTION 1244 STOCK

The stock of this Corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

#### ARTICLE IX - MINIMUM CAPITAL

The Corporation will begin business with One Thousand Dollars (\$1,000.00) as minimum capital contributed by the Incorporator.

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#### ARTICLE X - DIRECTORS

There shall be one (1) member of the initial Board of Directors of the Corporation. The name and address of the person who is to serve as Director until the first election there is as follows:

Name

Address

Lars P. Jensen, M.D.

7300 S.W. 62<sup>nd</sup> Place, Second Floor  
Miami, Florida 33143

#### ARTICLE XI - STOCK TRANSFER ABILITY

No shareholder of this Corporation may sell or transfer his shares in this Corporation except to another individual who is duly licensed to render the same professional services which the Corporation has the power to conduct, and such sale or transfer may be made only after the same shall have been approved, at a stockholders' meeting especially called for such purpose, by the holders of a majority of the outstanding stock. At such stockholders' meeting, the shares of stock held by the shareholder proposing to sell or transfer his shares may not be voted or counted toward such approval. The Board of Directors of this Corporation may adopt any additional Bylaws restraining the alienation of shares and providing for the purchase or redemption by the Corporation of its shares; provided, however, that such provisions dealing with the purchase or redemption by the Corporation of its shares may not be invoked at a time or in a manner that would impair the capital of the Corporation.

#### ARTICLE XII - STOCK OWNERSHIP

The Board of Directors shall require any officer, shareholder, agent or employee of this corporation, who has been rendering professional and related services to the public and who becomes

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legally disqualified to render such services within the State of Florida, or who is elected to a public office or accepts employment that, pursuant to existing law, places restrictions or limitations upon his continuing rendering such professional and related services, to sever all employment with, and financial interest in, this Corporation forthwith; and upon the death of a shareholder, the deceased shareholder's stock shall be purchased by the Corporation under the terms and conditions to be agreed on by and between the Corporation and the shareholders.

ARTICLE XIII - INCORPORATORS

The name and address of the Incorporator and Subscriber to these Articles of Incorporation is:

Name

Address

Lars P. Jensen, M.D.

7300 S.W. 62<sup>nd</sup> Place, Second Floor  
Miami, Florida 33143

IN WITNESS WHEREOF, I have hereunto set my hand and seal on this 28th day of June, 1999.

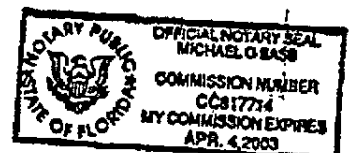
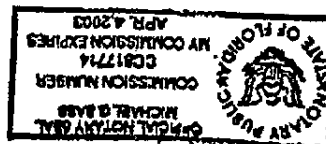
*Lars P. Jensen*

LARS P. JENSEN, M.D.

STATE OF FLORIDA  
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 28<sup>th</sup> day of June, 1999, by LARS P. JENSEN, M.D., who is personally known to me or who has produced FA. Office as identification.

*[Signature]*  
NOTARY PUBLIC, STATE OF FLORIDA  
My Commission Expires:



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

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

FIRST: That LARS P. JENSEN, M.D., P.A. desiring to organize and qualify under the laws of the State of Florida, with its principal place of business at 7300 S.W. 62<sup>nd</sup> Place, Miami, Florida, 33143, State of Florida, has named LARS P. JENSEN, M.D., located at 6140 S.W. 70<sup>th</sup> Street, Miami, Florida 33143, as its Agent to accept service of process within Florida.

LARS P. JENSEN, M.D., P.A.

Dated: June 28, 1999

By: Lars P. Jensen  
LARS P. JENSEN, M.D., President

SECOND: 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.

Lars P. Jensen  
LARS P. JENSEN, M.D.  
Registered Agent

Dated: June 28, 1999

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