

FAX AUDIT NO. H99000020457 0

Division of Corporations

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P99 000069531

## Florida Department of State

Division of Corporations

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DIVISION OF CORPORATIONS

## BASIC AMENDMENT

ROYAL PALM DERMATOLOGY, INC.

Certificate of Status	1
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Lloyd Granet, Esq., 1900 NW Corporate Blvd. Suite 100 West Building, Boca Raton, FL 33431  
Ph. 561-999-9300 - Fax 561-999-9400, Florida Bar No. 525431

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FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

August 17, 1999

ROYAL PALM DERMATOLOGY, INC.  
1900 NW CORPORATE BLVD., SUITE 100  
WEST BUILDING  
BOCA RATON, FL 33431

SUBJECT: ROYAL PALM DERMATOLOGY, INC.  
REF: P99000069531

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The FAX audit number must be on the top and bottom of each page of the document.

Please entitle your document Restated Articles of Incorporation.

If the Restated Articles were adopted by the directors and do not contain any amendments requiring shareholder approval, a statement to that effect must be contained in the document.

Restated Articles of Incorporation for a Florida profit corporation are filed pursuant to section 607.1007, Florida Statutes.

Please list the current/present name in the heading of the document and the new name under Article I.

Remove the first paragraph from the document referencing these articles of incorporation are being formed.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please return 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) 487-6906.

Darlana Connell  
Corporate Specialist

FAX Aud. #: H99000020457  
Letter Number: 099A00041426

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

FAX AUDIT NO. H99000020457 0

**AMENDED AND RESTATED ARTICLES  
TO  
ARTICLES OF INCORPORATION  
OF  
ROYAL PALM DERMATOLOGY, INC.**

(present name)

*Pursuant to the provisions of section 607.1007, Florida Statutes, the following amended and restated articles of incorporation are hereby adopted.*

**FIRST:** The name of the entity is changed to Royal Palm Dermatology, P.A. and it is a corporation pursuant to Chapters 621 and 607 of the Florida Statutes.

**SECOND:** The Articles of Incorporation are deleted in their entirety and replaced with the Amended and Restated Articles of Incorporation attached hereto as Exhibit "A".

**THIRD:** The Amended and Restated Articles were adopted by the directors and do not contain any amendments requiring shareholder approval.

**FOURTH:** The Amended and Restated Articles were adopted as of August 5, 1999.

Signature: \_\_\_\_\_

*Tobi Richman*  
Tobi Richman, President and Director

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**FILED**  
99 AUG 17 PM 3:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FAX AUDIT NO. H99000020457 0**

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
ROYAL PALM DERMATOLOGY, INC.**

**ARTICLE I. NAME**

The name of the professional service corporation is Royal Palm Dermatology, P.A.

**ARTICLE II. PRINCIPAL OFFICE**

The principal place of business address and mailing address of this corporation shall be 1900 NW Corporate Boulevard, Suite 100, West Building, Boca Raton, FL 33431.

**ARTICLE III. PURPOSE**

The professional service corporation is formed to engage in every phase and aspect of the practice of medicine and all other permitted purposes. In addition, the corporation may invest the funds of the professional service corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and own real and personal property necessary for the rendering of professional services.

**ARTICLE IV. TERM OF EXISTENCE**

The professional service corporation shall have perpetual existence starting on the date these articles of incorporation are filed with the Florida Department of State.

**ARTICLE V. CAPITAL STOCK**

The capital stock of the professional service corporation shall be 100 shares of common stock having a par value of \$1.00 per share/without par value.

**ARTICLE VI. REGISTERED AGENT AND INITIAL REGISTERED OFFICE.**

The address of the initial registered office of this professional service corporation is 1900 NW Corporate Boulevard, Suite 100, West Building, Boca Raton, FL 33431. The name of the initial registered agent at that address is Lloyd Granet.

**ARTICLE VII. BOARD OF DIRECTORS**

The business of the corporation shall be managed by its board of directors. The initial board of directors shall consist of one member. The name and address of the member of the first board of directors are: Tobi Richman, 1900 NW Corporate Boulevard, Suite 100, West Building, Boca Raton, FL 33431.

**ARTICLE VIII. RESTRAINT ON ALIENATION OF SHARES**

The shareholders of the professional service corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of the shareholders of the professional service corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the professional service corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details, of the disposition shall be determined by the

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shareholders of the professional service corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of the professional service corporation may sell or transfer stock in the corporation except to another individual who is eligible to be a shareholder of the professional service corporation, and the sale or transfer may be made only after it has been approved at a shareholder meeting especially called for that purpose. If any shareholder becomes legally disqualified to practice of medicine and all other permitted purposes in the state of Florida, is elected to a public office, or accepts employment that places restrictions or limitations on the continuous rendering of such professional services, that shareholder's shares of stock shall immediately become subject to purchase by the professional service corporation in accordance with the bylaws adopted by the shareholders.

**ARTICLE IX. AMENDMENT**

The corporation reserves the right to amend or repeal any provisions in these articles of incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

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**EXHIBIT "A"**