

P9900097780
MOYLE, LAGAN, KATZ, ROLING, RAYMOND & SHEEHAN, P.A.
ATTORNEYS AT LAW

625 North Flagler Drive - 9th Floor
West Palm Beach, Florida 33401-4125

P.O. Box 3888
West Palm Beach, Florida 33402-3888

Telephone: (561) 659-7500

Facsimile: (561) 659-1789

MARTIN V. KATZ

Direct Line: (561) 822-0310

E-mail: mkatz@moylslaw.com

Tallahassee Office

(850) 681-3828

November 2, 1999

Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32301

300003035173--5

-11/04/99-01064--017

122.50 **78.75

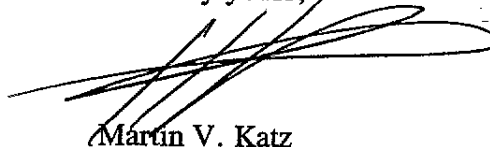
Re: Richard Mayron, M.D., P.A.

Dear Sir/Madam:

Enclosed herewith please find an original and one (1) copy of the Articles of Incorporation for the above-referenced company, together with a check in the amount of \$122.50 to cover the costs of Florida incorporation. Please furnish the undersigned with a certified copy of the Articles of Incorporation subsequent to filing same.

Thank you for your prompt attention to this matter.

Sincerely yours,



Martin V. Katz

MVK/tcs
Enclosures

FILED
99 NOV -4 PM 4:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION OF
RICHARD MAYRON, M.D., P.A.**

FILED
99 NOV -4 PM 4:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 Business Corporation Act, and Section 621, Florida Professional Service Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

I

**NAME OF CORPORATION, PRINCIPAL OFFICE
AND MAILING ADDRESS**

The name of this Corporation shall be RICHARD MAYRON, M.D., P.A. The principal office and mailing address of this Corporation shall be 210 Jupiter Lakes Blvd., Building 5000, Suite 201, Jupiter, FL 33458.

II

PURPOSE

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 phase and aspect of the business of rendering the same professional services to the public that a physician, duly licensed under the laws of the State of Florida is authorized to render.

b) To engage and render the professional services involved only through its officers, agents and employees who shall be medical doctors 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 of stock that the Corporation is authorized to have outstanding at any time shall be 1,000 shares of common stock at one cent (\$0.01) 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 medical doctors in good standing and duly licensed or otherwise legally authorized, within the State of Florida to render the same professional services as this Corporation.

IV

DURATION

The Corporation shall have perpetual existence.

V

REGISTERED AGENT

The address of this Corporation's initial registered office is 210 Jupiter Lakes Blvd., Building 5000, Suite 201, Jupiter, FL 33458 and the name of its initial registered agent at said address is Richard Mayron.

VI

INCORPORATOR

The name and address of the Incorporator is as follows: Richard Mayron, M.D., 210 Jupiter Lakes Blvd., Building 5000, Suite 201, Jupiter, FL 33458.

VII

BOARD OF DIRECTORS

The Corporation shall have a Board of Directors consisting of one (1) persons. 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. The names and addresses of the initial Directors of this Corporation are: Richard Mayron, M.D., 210 Jupiter Lakes Blvd., Building 5000, Suite 201, Jupiter, FL 33458.

VIII

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 in a meeting and filed with the Secretary of the Corporation as part of the corporate records.

IX

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 continued rendering of such professional services; he 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 shares and pay him all amounts owing and lawfully due to him by the Corporation, except that such shares shall not be entitled to dividends.

X

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 writings evidencing their consent are 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.

XI

INDEMNIFICATION

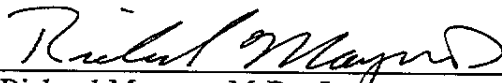
The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

XII

BYLAW AMENDMENT

The power to adopt, alter, amend or repeal the bylaws of this Corporation shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of Florida governing a Professional Service Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation, this 17 day of September, 1999.


Richard Mayron, M.D., Incorporator

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

THAT RICHARD MAYRON, M.D., P.A., DESIRING TO ORGANIZE OR QUALIFY
UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF
BUSINESS AT CITY OF JUPITER, STATE OF FLORIDA HAS NAMED RICHARD
MAYRON, M.D., LOCATED AT 210 JUPITER LAKES BLVD., BUILDING 5000, SUITE
201, JUPITER, FL 33458., STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE
OF PROCESS WITHIN FLORIDA.


RICHARD MAYRON, M.D.

Incorporator
(Title)

9/17/99
(Date)

99 NOV -4 PM 4:53
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT 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
AM FAMILIAR WITH AND AGREE TO COMPLY WITH THE PROVISIONS OF ALL
STATUTES RELATIVE TO THE PROPERTY AND COMPLETE PERFORMANCE OF MY
DUTIES, INCLUDING THE PROVISIONS OF SECTION 607.0505, FLORIDA STATUTES.


Richard Mayron, M.D., Registered Agent

9/17/99
(Date)