

# P99000103587

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## FLORIDA PROFIT CORPORATION OR P.A.

S.A. ROSENBERG INTERNAL MEDICINE, P.A.

Certificate of Status	0
Certified Copy	1
Page Count	05
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**ARTICLES OF INCORPORATION  
OF  
S. A. ROSENBERG INTERNAL MEDICINE, P.A.**

The undersigned hereby forms a Professional Service Corporation under the laws of the State of Florida, and under the following Charter of Articles of Incorporation:

**ARTICLE I  
NAME**

The name of this Corporation shall be **S. A. ROSENBERG INTERNAL MEDICINE, P.A.**

**ARTICLE II  
ADDRESS**

A. The street address of the principal office of the Corporation shall be 1609 Pasadena Avenue South, St. Petersburg, Florida 33707.

B. The mailing address of the Corporation shall be 1609 Pasadena Avenue South, St. Petersburg, Florida 33707.

**ARTICLE III  
PURPOSES**

The general nature of the business to be transacted by this Corporation shall be to engage in every aspect of the practice of medicine. The Corporation shall not engage in any business other than the practice of medicine. However, the Corporation may invest its funds in real estate, mortgages, stocks, bonds or any other type of investments, and may own real and personal property necessary for the rendering of medical services.

**ARTICLE IV  
AUTHORIZED SHARES OF STOCK**

The Corporation shall have the authority to issue Five Hundred (500) shares of common stock with a par value of One Dollar (\$1.00) per share.

**ARTICLE V  
DURATION**

The period of this Corporation's existence is perpetual.

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**ARTICLE VI  
REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is 4400 PGA Boulevard, Suite 800, Palm Beach Gardens, Florida 33410; and the initial registered agent of this Corporation at that address is Kevin M. Wagner.

**ARTICLE VII  
DIRECTORS**

The number of Directors constituting this Corporation's initial Board of Directors is one (1), whose name and address is as follows:

Stanley A. Rosenberg, M.D.  
1609 Pasadena Avenue South  
St. Petersburg, Florida 33707

**ARTICLE VIII  
INCORPORATOR**

The name and address of the Incorporator is as follows:

Kevin M. Wagner  
4400 PGA Boulevard, Suite 800  
Palm Beach Gardens, Florida 33410

**ARTICLE IX  
AMENDMENTS**

These Articles of Incorporation may be amended in the manner provided by law.

**ARTICLE X  
INDEMNIFICATION**

The Corporation shall indemnify its Officers, Directors and Authorized Agents for all liabilities incurred directly, indirectly or incidentally to services performed for the Corporation, to the fullest extent permitted under Florida law existing now or hereafter enacted.

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**ARTICLE XI  
PROFESSIONAL SERVICE CORPORATION**

1. The only shareholders of this Corporation shall be other professional corporations, professional limited liability companies, or individuals who themselves are duly licensed or otherwise legally authorized to practice medicine under the laws of the State of Florida.

2. No shareholder of the Corporation shall enter into a voting trust agreement or other type agreement vesting another person with the authority to exercise the voting power of any or all of that shareholder's stock.

3. If any officer, shareholder, agent or employee of this Corporation who has been rendering professional services to the public becomes legally disqualified to render such services within the State of Florida, or accepts employment that, pursuant to existing law, places restrictions or limitations upon his continued rendering of such professional services, he shall sever all employment with, and financial interest in the Corporation.

4. No shareholder of the Corporation may sell or transfer his stock in this Corporation except to another professional corporation, professional limited liability company, or individual, each of which must be eligible to be a shareholder of the Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has made and executed these Articles of Incorporation of S. A. ROSENBERG INTERNAL MEDICINE, M.D., P.A., for the uses and purposes aforesaid this 30<sup>th</sup> day of November, 1999.

  
\_\_\_\_\_  
KEVIN M. WAGNER

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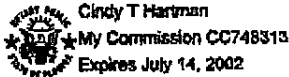
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STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 30<sup>th</sup> day of November 1999, by  
KEVIN M. WAGNER.

NOTARY PUBLIC

(SEAL)



Cindy T. Hartman

Cindy T. Hartman  
(Print Name)

My commission expires: July 14, 2002  
Commission No. CC 748313

Personally Known X OR Produced Identification \_\_\_\_\_  
Type of identification Produced \_\_\_\_\_

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

\*\*\*\*\*

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First, that S. A. ROSENBERG INTERNAL MEDICINE, P.A., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at 1609 Pasadena Avenue South, St. Petersburg, Florida 33707, County of Pinellas, State of Florida, has named KEVIN M. WAGNER 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 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.

DATED this 30<sup>th</sup> day of November, 1999.



KEVIN M. WAGNER,  
Registered Agent

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