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June 27, 2000

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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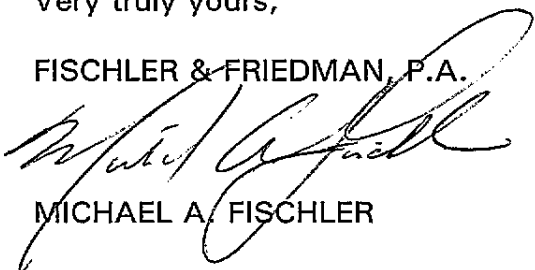
RE: Florida Society of Reproductive Endocrinology & Infertility, Inc.

Dear Sir or Madam:

Enclosed is an original and one copy of the Articles of Incorporation of **Florida Society of Reproductive Endocrinology & Infertility, Inc.**, a not-for-profit corporation. Also enclosed is this firm's Check No. 2290 in the sum of **\$78.75**, covering the filing fee, and to obtain a certified copy. Your cooperation in filing this not-for-profit corporation is appreciated. Enclosed is a self-addressed stamped envelope for mailing of the certified copy back to this office.

Very truly yours,

FISCHLER & FRIEDMAN, P.A.



MICHAEL A. FISCHLER

MAF/dhs

Enc.

CC: Florida Society

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00 JUN 30 AM 10:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
FLORIDA SOCIETY OF REPRODUCTIVE ENDOCRINOLOGY AND INFERTILITY, INC.
A CORPORATION NOT FOR PROFIT**

We, the undersigned, for the purpose of forming a corporation under the Florida Not For Profit Act, hereby adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is **FLORIDA SOCIETY OF REPRODUCTIVE ENDOCRINOLOGY AND INFERTILITY, INC.**

ARTICLE II. PURPOSES

The general nature of the objects and purposes of this corporation shall be:

To promote the best reproductive and endocrine and infertility care of the women in the southeast United States through fellowship, education, association, and cooperation of the State's doctors of medicine who are subspecialized in Reproductive Endocrinology and Infertility.

ARTICLE III. QUALIFICATIONS OF MEMBERS

The membership of this corporation shall constitute all persons hereinafter named as incorporators and initial Directors and such other persons as, from time to time hereafter, may become members, in the manner provided for by the By-Laws of the corporation.

ARTICLE IV. TERM OF EXISTENCE

This corporation is to exist for perpetuity.

ARTICLE V. INCORPORATORS

The names and addresses of the incorporators of these Articles are:

Timothy Yeko, M.D.
University of South Florida
Harbourside Medical Tower
4 Columbia Drive
Tampa, Florida 33606

Wayne Maxson, M.D.
2825 N. State Road 7
Suite 302
Margate, Florida 33063

Marc A. Bernhisel, M.D.
2919 Swann Avenue
Suite 305
Tampa, Florida 33609

Bernard Cantor, M.D.
4302 Alton Road
900
Miami Beach, Florida 33140

Gary Devane, M.D.
3435 Pinehurst Avenue
Orlando, Florida 32804-4002

David I. Hoffman, M.D.
2825 N. State Road 7
Suite 302
Margate, Florida 33063

Arthur Shapiro, M.D.
University of Miami
Department of OB/GYN
1150 N.W. 14th Street
507
Miami, Florida 33135

Barry Verkauf, M.D.
2919 Swann Avenue
Suite 305
Tampa, Florida 33609

R. Stan Williams, M.D.
University of Florida
P.O. Box 100294
Gainesville, Fl. 32610

ARTICLE VI. OFFICERS

Section 1. The affairs of the corporation are to be managed by its officers as provided by the By-Laws of the corporation and shall include the following officers: the President, and Secretary/Treasurer. Such officers shall be elected at the annual meeting of the corporation.

Section 2. The names of the persons who will serve as initial Officers of the corporation are: Timothy Yeko, M.D., President, and Wayne S. Maxson, M.D., Secretary/Treasurer.

ARTICLE VII. BOARD OF DIRECTORS

Section 1. The business affairs of the corporation shall be managed by the Board of Directors. This corporation shall have six (6) Directors initially. The Board of Directors when able, shall consist of two (2) past Presidents and four (4) members elected by the Membership. The number of Directors may increase or decrease from time to time, by the By-Laws, but shall never be less than three. Directors will be elected at the Annual Meeting.

Section 2. The names and addresses of the persons who are to serve as

initial Directors are:

Timothy Yeko, M.D.
University of South Florida
Harbourside Medical Tower
4 Columbia Drive
Tampa, Florida 33606

Wayne S. Maxson, M.D.
2825 N. State Road 7
Suite 302
Margate, Florida 33063

Marwan M. Shaykh, M.D.
784 Blanding Blvd.
Suite 108
Orange Park, Fl. 32065

Frank C. Riggall, M.D.
23 West Copeland Drive
Orlando, Florida 32806

R. Stan Williams, M.D.
University of Florida
P.O. Box 100294
Gainesville, Fl. 32610

Marc A. Bernhisel, M.D.
2919 Swann Avenue, Suite 305
Tampa, Fl. 33609

ARTICLE VIII. By-Laws

Section 1. The members of this corporation may provide such By-Laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

Section 2. Upon proper notice, the By-Laws may be amended, altered or rescinded by a three-quarters vote of those members of the corporation present at any regular meeting or any special meeting called for that purpose.

ARTICLE IX. DISSOLUTION

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in sections 501 (c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State, or local government for exclusive public purposes.

Notwithstanding any other provision of these articles, this corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law or (b) a corporation contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States Internal Revenue Law.

ARTICLE X. AMENDMENTS

Section 1. These Articles of Incorporation may be amended at a special meeting of the membership called for that purpose, by a three-quarters vote of those present.

Section 2. Amendments may also be made at a regular meeting of the membership upon notice given.

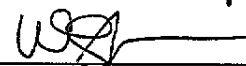
**ARTICLE XI. REGISTERED AGENT, PRINCIPAL OFFICE
AND INITIAL REGISTERED OFFICE IN FLORIDA**

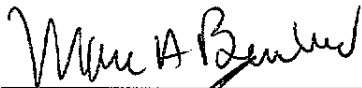
The Registered Agent and the street address of the initial Registered Office and Principal Office of this Corporation in the State of Florida shall be:

WAYNE S. MAXSON, M.D.
2825 N. State Road 7
Suite 302
Margate, Florida 33063

IN WITNESS WHEREOF, the undersigned, being the Incorporators named above, for the purpose of forming a corporation pursuant to the Florida General Corporation Act of the State of Florida has signed these Articles of Incorporation this 22 day of April, 2000.


TIMOTHY YEKO, M.D.


WAYNE S. MAXSON, M.D.


MARC A. BERNISEL, M.D.


BERNARD CANTOR, M.D.


GARY DEVANE, M.D.


DAVID I. HOFFMAN, M.D.


ARTHUR SHAPIRO, M.D.


BARRY VERKAUF, M.D.


R. STAN WILLIAMS, M.D.

**CERTIFICATE DESIGNATING REGISTERED AGENT AND OFFICE
FOR SERVICE OF PROCESS**

Pursuant to Chapter 607, Florida Statutes, the following is submitted in compliance with said Act: That Association Of Broward County Mediators, Inc., a corporation not for profit, desiring to organize under the laws of the State of Florida with its initial registered office as indicated in Article V of the Certificate of Incorporation, at the City of Margate, County of Broward, State of Florida, has named Wayne S. Maxson, M.D., located at 2825 N. State Road 7, Suite 302, Margate, Florida 33063, County of Broward, State of Florida as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above states Corporation at the place designated in this Certificate, Wayne S. Maxson, M.D. hereby agrees to act in this capacity as registered agent, and agrees to comply with the provisions of all statutes relative to the proper and complete discharge of his duties.

Dated this 22nd day of April, 2000.

REGISTERED AGENT:

By: 
WAYNE S. MAXSON, M.D.

FILED
00 JUN 30 AM 10:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA