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

**FERTILITY ASSOCIATES OF MIAMI, P.A.**

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

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**ARTICLES OF INCORPORATION  
OF  
FERTILITY ASSOCIATES OF MIAMI, P.A.**

The undersigned incorporator, for purposes of forming a professional service corporation under the Florida Professional Service Corporation and Limited Liability Company Act, adopts the following Articles of Incorporation:

**ARTICLE I**

The name of the professional service corporation is: Fertility Associates of Miami, P.A. (the "Corporation").

**ARTICLE II**

The street address of the initial principal office and mailing address of the Corporation is 8950 N. Kendall Drive, Suite 103, Miami, Florida 33176.

**ARTICLE III**

The maximum number of shares of stock that Corporation is authorized to have outstanding at one time is 100 shares of voting common stock having \$.01 par value per share and 100 shares of non-voting common stock having \$.01 par value per share. The holder of voting common stock and non-voting common stock shall have identical preferences, limitations and rights except with respect to voting rights. A holder of voting common stock shall be entitled to one (1) vote for each share of voting common stock. A holder of non-voting common stock shall have no voting rights.

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ARTICLE IV

The street address of the initial registered office of the Corporation is: 8950 N. Kendall Drive, Suite 103, Miami, Florida 33176, and the registered agent at that address is: Michael Jacobs, M.D.

ARTICLE V

The name and address of the incorporator of the Corporation is: Michael Jacobs, M.D., 8950 N. Kendall Drive, Suite 103, Miami, Florida 33176.

ARTICLE VI

The general nature of the business and the proposed objects and purposes to be transacted, promoted and carried on are to do any and all things hereinafter mentioned, as fully and to the same effect and extent as natural persons might or could do, viz:

1. To engage in every phase and aspect of the practice of obstetrics, gynecology, reproductive endocrinology, infertility and medicine and to render professional services in the specialties of obstetrics, gynecology, reproductive endocrinology and infertility to any and all persons, firms, corporations, and other entities, and to the general public, in the State of Florida and all of its political subdivisions and in every jurisdiction and before all courts and public and administrative bodies and otherwise, throughout the world, unless prohibited by law.
2. To invest its funds in real estate, mortgages, stocks, bonds or other types of investments, and to own real or personal property necessary for the rendering of the aforesaid professional services.
3. In general, to do all things and perform all acts necessary and proper for the accomplishment of the aforesaid purposes or necessary or incidental to the achievement of the objectives of the Corporation, and to have and exercise all powers of any nature whatsoever permitted or conferred by law upon corporations in general, unless specifically prohibited by the Professional

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Service Corporation and Limited Liability Company Act of the State of Florida, including and subsequent to amendments thereto.

4. The foregoing clauses shall be construed both as objects and powers; and it is hereby expressly provided that the foregoing enumeration of special powers shall not be held to limit or restrict in any manner the powers of this Corporation.

**IN WITNESS WHEREOF**, the undersigned incorporator has executed these Articles of Incorporation this 21 day December, 1999.

  
MICHAEL JACOBS, M.D.,  
INCORPORATOR

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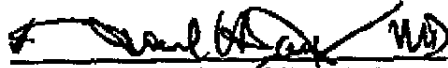
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ACCEPTANCE OF APPOINTMENT

OF

REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
MICHAEL JACOBS, M.D.

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