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PD1000018111

February 14, 2001

Division of Corporations
Secretary of State
P.O. Box 6327
Tallahassee, FL 32314

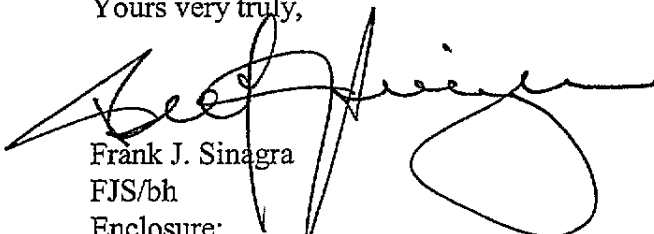
Re: Associated Physician Service Corp.

To Whom It May Concern:

I am enclosing Articles of Incorporation of Associated Physician Service Corp. to be filed with the Secretary of State of Florida. Please file these Articles and provide me with a copy of the filing report. I am also enclosing our check in the amount of \$70.00 to cover the filing fee.

Should you require anything further please do not hesitate to give me a call. Thank you for your assistance in this matter.

Yours very truly,



Frank J. Sinagra
FJS/bh
Enclosure:

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-02/16/01--01086--004
*****70.00 *****70.00

FILED
01 FEB 16 AM 10:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MIAMI OFFICE:

100 SOUTH BISCAYNE BOULEVARD, SUITE 800, MIAMI, FLORIDA 33131, TEL: (305) 374-1300, FAX: (305) 358-8305

Handwritten initials and date: 2-19-01

ARTICLES OF INCORPORATION
OF
ASSOCIATED PHYSICIAN SERVICE CORP.

FILED
01 FEB 16 AM 10:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of this corporation is: ASSOCIATED PHYSICIAN SERVICE CORP. with its principal office located at: 3737 N. Pine Island Road, Sunrise, Florida 33351.

ARTICLE II
DURATION

This corporation shall exist in perpetuity.

ARTICLE III
PURPOSE

This corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and Florida.

ARTICLE IV
CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock which shall be designated "Common Shares".

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered agent of this corporation is: 100 Southeast 3rd Avenue, Suite 1900, Fort Lauderdale, Florida 33394 and the name of the initial registered agent of this corporation at that address is: Frank J. Sinagra, Esquire.

ARTICLE VI
INITIAL BOARD OF DIRECTORS

This corporation shall have 1 Director initially. The number of Directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial Director of this corporation is:

Marc Goldberg, M.D.
2334 NE 53rd Street
Ft. Lauderdale, FL 33308

ARTICLE VII
INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Marc Goldberg, M.D.
2334 NE 53rd Street
Ft. Lauderdale, FL 33308

ARTICLE VIII
BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

ARTICLE IX
POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

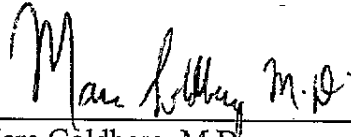
ARTICLE X
INDEMNIFICATION

This corporation shall indemnify any officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE XI
AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto; any right conferred upon the shareholders is subject to this reservation.

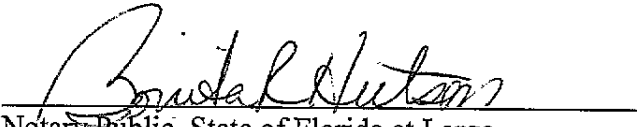
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 14th day of February, 2001.



Marc Goldberg, M.D.

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 14th day of February, 2001 by Marc Goldberg, M.D., who is personally known to me or who has produced N/A as identification.



Notary Public, State of Florida at Large
Print Name: _____

My Commission Expires:
My Commission Number:



Bonita R Hutson
My Commission CC979855
Expires November 27 2004

DESIGNATION AND ACCEPTANCE
OF
REGISTERED AGENT

F.I.L.E.D.
01 FEB 16 AM 10:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapters 48.091 and 607, Florida Statutes, having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at: 100 Southeast Third Avenue, Suite 1900, Fort Lauderdale, Florida 33394, ASSOCIATED PHYSICIAN SERVICE CORP. has named Frank J. Sinagra, Esquire located at that address as its registered agent to accept services of process within this State.

By: Marc Goldberg M.D.
Marc Goldberg, M.D.

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby accept to act in this capacity, and agree to comply with the laws of Florida applicable thereto.

By: Frank J. Sinagra
FRANK J. SINAGRA