

Division of Corporations

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Florida Department of State
Division of Corporations
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Katherine Harris, Secretary of State

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From: Account Name : PAUL SMITH
Account Number : I2001C000247
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FLORIDA PROFIT CORPORATION OR P.A.

North Miami Woman's Clinic, P.A.

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| Certificate of Status | 0 |
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CORPORATESERVICES

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 29, 2002

PAUL SMITH

SUBJECT: NORTH MIAMI WOMAN'S CLINIC, P.A.
REF: W02000015551

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The specific nature of business of the professional association must be stated in the document.

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Tim Burch
Document Specialist
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FAX Aud. #: H02000144809
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ARTICLES OF INCORPORATION

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

ARTICLE I NAME

The name of the corporation shall be :
North Miami Woman's Clinic, P.A.

ARTICLE II PRINCIPAL OFFICE

The principal place of business/mailling address is :
13740 NE 11th Ave.
Miami , FL 33161

ARTICLE III PURPOSE

MEDICAL OFFICE

ARTICLE IV SHARES

The number of shares of stock is:
1500 Common Shares Par Value \$.10

ARTICLE V INITIAL OFFICERS / DIRECTORS (optional)

The name(s), address(es), and title(s) of the directors and officers is:

Director :

Aaron Henry
13740 NE 11th Ave. Miami, FL 33161

Director :

Maurice Spence
13740 NE 11th Ave. Miami, FL 33161

Director :

David Brown MD
13740 NE 11th Ave. Miami, FL 33161

Director :

Mark Spence MD
13740 NE 11th Ave. Miami, FL 33161

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PAGE 2 North Miami Woman's Clinic, P.A.

Director :

Robelto A Osborne MD JD
13740 NE 11th Ave. Miami, FL 33161

ARTICLE VI REGISTERED AGENT

The name and Florida street address of the registered agent is:

A1A CORPORATE SERVICES INC.
218 SOUTHERN COUNTRY LANE
QUINCY, FL 32351

ARTICLE VII INCORPORATOR

The name and Florida street address of the incorporator is:

A1A CORPORATE SERVICES INC.
218 SOUTHERN COUNTRY LANE
QUINCY, FL 32351

ARTICLE VIII

No director or officer of the corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director or officer, provided, however, that the foregoing clause shall not apply to any liability of a director or officer (i) for any breach of the director's or officer's duty of loyalty to the corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the director or officer derived an improper personal benefit. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advancement of attorney's fees and expenses to any person who is or was an officer or director of the Corporation.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Paul Smith PAUL SMITH, VICE PRESIDENT 05-29-02
Signature / Registered Agent Date

Paul Smith PAUL SMITH, VICE PRESIDENT 05-29-02
Signature/Incorporator Date

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