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CONTACT: RAY STORMONT
PHONE: (305) 541-3694 FAX #: (305) 541-3770

NAME: BERND WOLLSCHLAEGER, M.D., P.A.
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 6, 1997

EMPIRE

SUBJECT: BERND WOLLSCHLAEGER, MD, P.A.
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**ARTICLES OF INCORPORATION
OF
BERND WOLLSCHLAEGER, MD, P.A.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 621 of the laws of the State of Florida.

ARTICLE I. NAME.

The name of the corporation shall be: Bernd Wollschlaeger, MD, P.A.

ARTICLE II. ADDRESSES.

The address of the principal office of this corporation shall be 7933 West Drive, Unit #506, North Bay Village, FL 33141 and the mailing address of the corporation shall be the same.

ARTICLE III. NATURE OF BUSINESS.

This corporation may engage in every aspect of the business of rendering medical services to the public that a physician licensed under the laws of the State of Florida is authorized to engage in. This corporation may also engage or transact in any and all lawful activities and businesses permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation (provided such activities and businesses are permitted under Chapter 621 of the Florida Statutes).

ARTICLE IV. CAPITAL STOCK.

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$.01 par value per share.

ARTICLE V. REGISTERED AGENT AND OFFICE.

The street address of the initial registered office of the corporation shall be 2301 Sunset Drive, Miami Beach, FL 33140 and the name of the initial registered agent of the corporation at that address is Cheryl Julien Kaufman.

Prepared by:
Cheryl Julien Kaufman, Esq.
Cheryl Julien Kaufman
2301 Sunset Drive
Miami Beach, FL 33140
(305) 538-5380
FL Bar No. 623679

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ARTICLE VI. INCORPORATOR.

The name and street address of the incorporator to these Articles of Incorporation is:
Cheryl Julien Kaufman, P.A., 2301 Sunset Drive, Miami Beach, FL 33140, Miami Beach, FL
33140.

ARTICLE VII. PREEMPTIVE RIGHTS.

Each holder of any stock of the Corporation shall be entitled, as a matter of right, to purchase, subscribe for, or otherwise acquire any new or additional shares of stock of the Corporation of any class, or any options or warrants to purchase, subscribe for or otherwise acquire any such new or additional shares, or any shares, bonds, notes, debentures or other securities convertible into or carrying options or warrants to purchase, subscribe for, or otherwise acquire any such new or additional shares.

ARTICLE VIII. INITIAL DIRECTORS.

The number of directors that this corporation shall have initially is one. The number of directors may be altered from time to time as may be provided in the bylaws. The initial director shall be Bernd Wollschlaeger whose address is 7933 West Drive, Unit #506, North Bay Village, FL 33141 who shall serve as the sole director until his successor is elected and shall qualify.

IN WITNESS WHEREOF, the undersigned agent of Cheryl Julien Kaufman, P.A. has hereunto set her hand and seal on February 6, 1997.

Cheryl Julien Kaufman, P.A.

By: Cheryl Kaufman, Pres.
Cheryl Julien Kaufman, Pres.

ACCEPTANCE OF REGISTERED AGENT

Cheryl Julien Kaufman having a business office identical with the registered agent of the corporation named above and having been designated as the registered agent in the foregoing Articles, is familiar with and accepts the obligations of the position of registered agent under Section 607.0505, Florida Statutes.

Cheryl Kaufman
Cheryl Julien Kaufman

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