

MOORE & MENKHAUS, P.A.
ATTORNEYS AT LAW

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FILED

97 OCT 27 PM 12:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4800 N. FEDERAL HIGHWAY
SUITE 210-A
BOCA RATON, FLORIDA 33431-5176

(561) 394-7910
FAX TELECOPIER:
(561) 393-6541

October 24, 1997

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****122.50 ****122.50

Secretary of State
Division of Corporations
Attn: NEW CORP. FILINGS
409 E. Gaines Street
Tallahassee, Florida 32301

Re: Ear, Nose & Throat Associates of South Florida, P.A.

Dear Sir or Madam:

Enclosed please find the original Articles of Incorporation for the above referenced corporation. I have also enclosed our check in the amount of \$122.50, which represents the filing fee for same.

Please file the original and return the enclosed copy stamped "filed" to the undersigned at your earliest possible convenience.

Please do not hesitate to contact me if you have any questions concerning the foregoing.

Very truly yours,



David J. Menkhaus

DJM/rs
Enclosures

P. Hall OCT 28 1997

ARTICLES OF INCORPORATION
OF

EAR, NOSE & THROAT ASSOCIATES OF SOUTH FLORIDA, P.A.

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OCT 27 PM 12:00

The undersigned incorporator, for the purpose of forming a corporation under the Florida Professional Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I
NAME

The name of the corporation shall be:

EAR, NOSE & THROAT ASSOCIATES OF SOUTH FLORIDA, P.A.

ARTICLE II
PRINCIPAL OFFICE

The mailing address of the initial principal office of this corporation is 900 NW 13th Street, Suite 206, Boca Raton, FL 33486. The Board of Directors may, from time to time, change the street and post office address of the principal office of the corporation.

ARTICLE III
PURPOSE

To engage in any activity or business permitted under the laws of the United States and the State of Florida and to specifically engage in the practice of medicine and in such incidental activities as may be necessary or convenient in connection therewith.

ARTICLE IV
CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of common stock.

The common stock of the corporation shall have the following characteristics:

(a) Par value shall be \$0.001 per share.

(b) At all meetings of the stockholders, the common stockholders shall be entitled to cast one (1) vote for each share of common stock owned. That a common stockholder is interested in a matter to be voted upon shall not disqualify him from voting thereon.

(c) Except as otherwise provided by law, the entire voting power for the election of the directors and for all other purposes shall be vested exclusively in the holders of the outstanding common stock.

(d) Notwithstanding any other provision herein or in the By-Laws, the corporation and the relationships among its shareholders shall be governed in accordance with a Shareholder Agreement among the corporation and its shareholders pursuant to Section 607.0731, Florida Statutes, as amended. Any conflict between the provisions hereof and thereof shall be controlled by the provisions of the Shareholder Agreement.

**ARTICLE V
TERM OF EXISTENCE**

This corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

**ARTICLE VI
INITIAL REGISTERED AGENT AND ADDRESS**

The name of the initial registered agent of this corporation is David J. Menkhaus. The street address of the initial registered agent of this corporation is 4800 North Federal Highway, Suite 210-A, Boca Raton, Florida 33431.

**ARTICLE VII
INITIAL BOARD OF DIRECTORS**

This corporation shall have seven (7) Director(s) initially. The number of Directors may be either increased or diminished from time to time in accordance with the By-Laws but shall never be fewer than one (1).


**ARTICLE VIII
AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner provided by law. The approval of each class of shareholders shall be required for any amendment or repeal.

**ARTICLE IX
INCORPORATOR**

The name and street address of the person signing these Articles is David J. Menkhaus, 4800 North Federal Highway, Suite 210-A, Boca Raton, Florida 33431.

The undersigned has executed these Articles of Incorporation this 24th day of October, 1997.



David J. Menkhaus, Incorporator

STATE OF FLORIDA)
) SS.
COUNTY OF PALM BEACH)

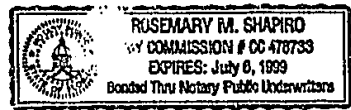
BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared David J. Menkhaus, personally known to me to be the person who executed the foregoing Articles of Incorporation, and who did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed me official seal, in the State and County aforesaid on the 24th day of October, 1997.

Rosemary M. Shapiro

Notary Public
State of Florida at Large

My Commission Expires:

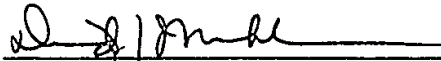


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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE 97 OCT 27 PM 12:01

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: EAR, NOSE & THROAT ASSOCIATES OF SOUTH FLORIDA, P.A.
2. The name and address of the registered agent and office is: DAVID J. MENKHAUS, 4800 North Federal Highway, Suite 210-A, Boca Raton, Florida, 33431.

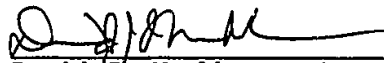


David J. Menkhaus, Incorporator

Dated: October 24, 1997.

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.

Dated: October 24, 1997.



David J. Menkhaus, M.D.
Registered Agent