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Via Federal Express

May 4, 1998

Secretary of State
Divisions of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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-05/05/98--01132--002
****122.50 ****122.50

RE: Shawna Flanagan, M.D.P.A.

Dear Sir or Madam:

Enclosed please find the a check payable to the Secretary of State in the amount of \$122.50 representing the filing fee on the above referenced Corporation. This check was accidentally omitted from the original package sent yesterday.

If you have any questions or comments, please do not hesitate to contact me.

Sincerely,


ALAN J. MARCUS

AM/af
Encls.

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Dmc
5/7/98

FILED
98 MAY -5 PM 1:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
SHAWNA FLANAGAN, M.D.P.A.

FILED
98 MAY -5 PM 1:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, who is duly licensed to practice medicine in the State of Florida, desiring to form a professional association in accordance with Chapter 607 of the Florida Statutes and the Florida Professional Service Corporation Act, adopts the following:

ARTICLE I - NAME OF CORPORATION

The name of the corporation shall be SHAWNA FLANAGAN, M.D.P.A.

ARTICLE II - CORPORATE ADDRESS

The principal office of the corporation and mailing address is the 1300 Alton Road, Suite 10-A, Miami Beach, Florida 33139.

ARTICLE III - BEGINNING OF CORPORATE EXISTENCE

The existence of this corporation shall commence on the 21st day of April, 1998; provided that if such day be authorized under law, then on the earliest day allowable pursuant to Florida law for commencement of corporate existence.

The existence of this corporation shall be perpetual.

ARTICLE IV - PURPOSE

This Corporation is organized for the sole and specific purpose of rendering professional medical services: Nevertheless, it shall be authorized to transact any and all lawful business as provided by Florida Statutes, Chapter 621, Professional Service Corporation Act, as it exists on the date hereof or as it may be hereafter amended.

ARTICLE V - CAPITAL STOCK

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

<u>NUMBER OF SHARES AUTHORIZED</u>	<u>PAR VALUE PER SHARE</u>	<u>CLASS OF STOCK</u>
1,000	\$1.00	Common

ARTICLE VI - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for each cash or any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - INITIAL REGISTERED AGENT AND OFFICE

The street address of the initial registered office of this corporation and the name of the initial registered agent of this Corporation at such address are as follows:

<u>REGISTERED AGENT</u>	<u>STREET ADDRESS OF REGISTERED AGENT</u>
SHAWNA FLANAGAN, M.D.	1300 Alton Road Suite 10-A Miami Beach, Florida 33139

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

The corporation shall have one 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. The initial director of this Corporation shall be the incorporator named below.

ARTICLE IX - INCORPORATOR

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

NAME

ADDRESS

SHAWNA FLANAGAN, M.D.

1300 Alton Road
Suite 10-A
Miami Beach, Florida 33139

ARTICLE X - INDEMNIFICATION

The Corporation shall indemnify all officers and directors, and former officers and directors, to the fullest extent permitted by law as the law now exists or may be amended hereafter.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 21st day of April, 1998.



SHAWNA FLANAGAN, M.D.
(Incorporator)

STATE OF FLORIDA)

)SS.

COUNTY OF DADE)

BEFORE ME, the undersigned authority, this day, personally appeared SHAWNA FLANAGAN, M.D.P.A. to me () personally known, or (X) who presented as I.D.: FL-F452-781-65-5270 who did take an oath, and known to me to be the same person described in and who executed the foregoing Articles of Incorporation, and he acknowledged the foregoing to be his act and deed.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and affixed my seal of office the day and year above written.

SEAL:



NOTARY PUBLIC STATE OF FLORIDA
 DEBORAH H. MONARD
My Commission CC385782
Expires Jun. 21, 1998
Bonded by HAI
800-422-1555

CERTIFICATE DESIGNATING PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

SHAWNA FLANAGAN, M.D.P.A.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted
submitted, in compliance with said Act:

First - that SHAWNA FLANAGAN, M.D.P.A.
desiring to organize under the law of the State of Florida, with its principal office as
indicated in the Articles of Incorporation at 1300 Alton Road, Suite 10-A, Miami Beach,
Florida 33139 appoints the undersigned as its agent to accept service of Process within
this State.

Having been named to accept Service of Process for the above stated Corporation
at the place designated in this Certificate, I am hereby familiar with and accept the duties
and responsibilities as Registered Agent for said corporation and to act in this capacity
and agree to comply with the provision of said Act relative to keeping open said office.


SHAWNA FLANAGAN, M.D.P.

FILED
MAY -5 PM 1:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA