BETH S. SCHICK
ATTORNEY AT LAW

P98000000910

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN -2 AM 11:03

December 31, 1997

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

EFFECTIVE DATE
1-1-98

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Re: The Incorporation of the Law Office of Beth S. Schick , P.A.

Dear Sir/Madam:

Enclosed please find the executed Articles of Incorporation for the Law Office of Beth S. Schick, a copy of same, and check number 1333 in the amount of $122.50 which represents the filing fee.

Please file the Articles of Incorporation with the State. Please return a certified copy upon completion of filing to our office in the enclosed stamped, addressed envelope.

Sincerely,

Tana L. Myers

Tana L. Myers
Paralegal to Beth S. Schick

/TLM

Enclosure

LAW OFFICE OF BETH S. SCHICK
204 NORTH WYMORE ROAD / WINTER PARK, FLORIDA 32789
TELEPHONE: 407/647-2477 FAX: 407/628-5595

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ARTICLES OF INCORPORATION

OF

LAW OFFICE OF BETH S. SCHICK, P.A.

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, and an attorney duly licensed to render professional services as such under the laws of the State of Florida, hereby forms a corporation for profit under the Professional Service Corporation Act and other laws of the State of Florida.

ARTICLE I - Name of Corporation

The name of this corporation shall be: LAW OFFICE OF BETH S. SCHICK, P.A.

ARTICLE II - General Nature of Business

The general nature of the business to be transacted by this corporation shall be:

A. To engage in every phase and aspect of the business of rendering the same professional services to the public that an attorney duly licensed under the laws of the State of Florida is authorized to render.

B. To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or objects of this corporation enumerated in these Articles of Incorporation, or any amendment thereof, necessary or incidental to the protection and benefit of this corporation; and, in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment or furtherance of such purposes or objects of this corporation.

C. It is intended that this corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 621, Florida Statutes, as the same may be from time to time amended.

ARTICLE III - Capital Stock

A. The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is ONE THOUSAND (1000) shares of common stock having a par value of One Dollar (1) per share, which may be fractional shares.

B. All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the board of directors, at least equivalent to the full value of the stock so to be issued as herein above set forth, and when so issued shall become and be fully paid and non-assessable, the same as though paid for in cash; and the directors shall determine the value of any real or personal property, services or right acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

C. Notwithstanding the foregoing, the corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase the designations, preferences, voting powers or restrictions, or qualifications of voting powers, of such additional stock, in an amendment to its certificate of incorporation.

ARTICLE IV - Duration

The effective date upon which this corporation shall come into existence shall be January 01, 1998 , and it shall exist perpetually thereafter unless dissolved according to law.

ARTICLE V - Initial Registered Office and Agent

A. The street address of the initial registered office of this corporation is:

204 North Wymore Road
Winter Park, Florida 32789

and the name of the initial registered agent of this corporation at that address is:

Beth S. Schick

B. The principal office and mailing address of this corporation is:

204 North Wymore Road
Winter Park, Florida 32789

ARTICLE VI - Board of Directors

A. The initial number of directors of this corporation shall be one (1).

B. The number of directors may be either increased or diminished from time to time by the board of directors or the shareholders in accordance with the bylaws of this corporation, but the number of directors shall never be less than one (1).

C. Any director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the shareholders, for any cause deemed sufficient by such shareholders.

D. In case one or more vacancies shall occur in the board of directors by reason of death, resignation, removal or otherwise, the vacancies shall be filled by the shareholders at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however, any vacancy may be filled by the remaining directors until the shareholders have acted to fill the vacancy.

E. Directors, as such, shall receive compensation for their services, if any, as may be set by the board of directors at any annual or special meeting thereof. The board of directors may authorize and require the payment of reasonable expenses incurred by directors in attending meetings of the board of directors.

F. Nothing in this Article shall be construed to preclude the directors from serving the corporation in any other capacity and receiving compensation therefor.

ARTICLE VII - Initial Directors

The name and street address of the initial member of the board of directors, to hold office for the first year of existence of this corporation or until his successors are elected or appointed and have qualified is:

Name	Street Address
Beth S. Schick	204 North Wymore Road Winter Park, Florida 32789

ARTICLE VIII - Incorporator to Articles

The following is the name and street address of the incorporator to these Articles of Incorporation, who is an attorney duly licensed to render services as such under the laws of the State of Florida:

Name	Address
Beth S. Schick	204 North Wymore Road Winter Park, Florida 32789

ARTICLE IX - Shareholders

Shares of this corporation's capital stock shall be issued only to individuals who are duly licensed to render services as a medical doctor under the laws of the State of Florida. No shareholder of this corporation may sell or transfer his shares of stock therein except to another individual who is eligible to be a shareholder of this corporation. No shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to

exercise the voting power of any or all of his shares.

ARTICLE IX - Amendment

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the holders of a majority of the stock issued and entitled to be voted, unless all the directors and all the shareholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE X - By-Laws

The power to adopt, alter, amend or repeal bylaws of this corporation shall be vested in the shareholders or the board of directors of this corporation; provided, however, that any bylaws adopted by the directors which are inconsistent with any bylaws adopted by the shareholders shall be void, and the directors may not alter, amend or repeal any bylaws adopted by the shareholders.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 31st day of December, 1997.

Beth S. Schick, Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 31st day of December, 1997, by Beth S. Schick, who is personally known to me or has provided _____ as identification, and did/did not take an oath.

Print Name: Marianne B. Myers
Notary Public, State of Florida

My Commission Expires:

OFFICIAL NOTARY SEAL
MARIANNE B MYERS
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC483749
MY COMMISSION EXP. JULY 20,1999

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned hereby accepts the appointment to serve as the initial registered agent of the Law Office of Beth S. Schick, P.A.

Beth S. Schick

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

In pursuance of Chapter 48.091, Florida Statutes, and in compliance with said Act, the LAW OFFICE OF BETH S. SCHICK, P.A. desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Winter Park, County of Orange, State of Florida, has named Beth S. Schick, located at 204 North Wymore Road, City of Winter Park, County of Orange, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

By: Beth S. Schick

Beth S. Schick

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