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December 19, 1997

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

900002379519--9
-12/22/97-01113--021
****122.50 ****122.50

Re: Incorporation of Genesis Women's Health Care Specialists

Gentlemen:

Enclosed is the original articles of incorporation of Genesis Women's Health Care Specialists, L.C., together with a check in the amount of \$122.50 to cover the filing fee and registered agent fee. Please file the original articles and return a certified copy to me at your earliest convenience.

Thank you for your attention to this request.

Very truly yours,

BRADY & BRADY, P.A.

By: Frank R. Brady
Frank R. Brady, Esq.

Name	12/30/97
Availability	FRB/nb
Document	enclosures
Examiner	DCC
Reviewer	DCC
Letter	DCC
Statement	DCC
W.P. Verifier	DCC

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W98000000454

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March 19, 1998

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314
Attn: Diane Cushing

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-03/23/98--01082--001
*****215.00 *****215.00

Re: Incorporation of Genesis Women's Health Care Specialists

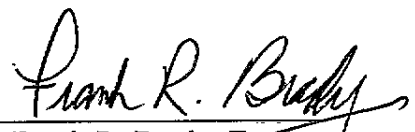
Dear Ms. Cushing,

In response to your letter dated January 8, 1998, enclosed are the revised original articles of incorporation of Genesis Women's Health Care Specialists, P.L. The articles have been revised to reflect the suffix\abbreviation "P.L." Also enclosed is a check in the amount of \$215.00 to cover the balance of the filing fee, registered agent fee and optional certified copy fee. Please file the original articles and return a certified copy to me at your earliest convenience.

Thank you for your attention to this request.

Very truly yours,

BRADY & BRADY, P.A.

By: 
Frank R. Brady, Esq.

FRB/nb
enclosures



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 8, 1998

FRANK R. BRADY, ESQ.
BRADY & BRADY, P.A.
370 W CAMINO GARDENS BLVD., SUITE 341
BOCA RATON, FL 33432

SUBJECT: GENESIS WOMEN'S HEALTH CARE SPECIALIST, L.C.
Ref. Number: W9800000454

We have received your document for GENESIS WOMEN'S HEALTH CARE SPECIALIST, L.C. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The fees for a limited liability company breakdown as follows: \$250 filing fee, \$35 for designation of registered agent, \$52.50 for an optional certified copy, and \$8.75 for an optional certificate of status.

The name of a professional limited liability company must contain the suffix "Professional Limited Company" or the abbreviation "P.L." "P.L.C." is not an acceptable suffix in the state of Florida.

We are sending you our application for a Florida limited liability company. Please complete it and add the adjustment for a Professional Limited Liability Company. Limited Liability Companies are filed under the Florida Statutes 608 & 621.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 298A00001041

ARTICLES OF INCORPORATION
OF
GENESIS WOMEN'S HEALTH CARE SPECIALISTS, P.L.

The undersigned, for the purpose of forming a corporation under the Florida Professional Service Corporation and Limited Liability Company Act, hereby adopt the following Articles of Incorporation:

ARTICLE ONE

The name of this corporation is GENESIS WOMEN'S HEALTH CARE SPECIALISTS, P.L.

ARTICLE TWO

The corporation is to have perpetual existence.

ARTICLE THREE

The corporation may transact any and all lawful services and business for which persons duly licensed or otherwise legally authorized to engage in the practice of medicine may incorporate for the rendition of such services under chapters 607 and 621, Florida Statutes and engage in any activities, trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business. The corporation shall also be authorized to engage in such other business activities as may be necessary or permissible for its operation as a professional service corporation.

ARTICLE FOUR

4.01 The corporation hereby authorizes the issuance of common stock. The aggregate number of shares of common stock which the corporation shall have the authority to issue is 10,000 shares, having no par value, and full right and power to vote, receive dividends or distributions of capital, including liquidating distributions and manage the affairs of the corporation. Pursuant to Chapter 621, Florida Statutes, only persons duly licensed or otherwise legally authorized to

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98 MAR 23 AM 10:00
STATE
TALLAHASSEE, FLORIDA

practice medicine, or provide the professional services of physicians and surgeons, doctors of medicine or doctors of osteopathic medicine, may be shareholders of this corporation.

4.02 The registered owners of common stock shall be empowered to manage the affairs of the corporation in lieu of the directors or until the board of directors is elected by the shareholders. The number of directors required for the board of directors of the corporation, their terms of office and other matters related to the board of directors shall be as specified in the corporation's bylaws or the agreement among shareholders on file with the corporation.

ARTICLE FIVE

5.01 The mailing and street address of the principal corporate office of the corporation is 3220 Douglas Road, Suite B, Miramar, Florida 33025.

5.02 The street address of the initial registered office and the name of the initial Registered Agent for this corporation to accept service of process within the State of Florida is Robert C. Fields, South Florida OB-GYN Association, P.A., 3220 Douglas Road, Suite B, Miramar, Florida 33025.

ARTICLE SIX

The name of the incorporator is Robert C. Fields, M.D. and the names and addresses of the persons who will serve as managers of the company are Robert C. Fields, 3220 Douglas Road, Suite B, Miramar, Florida 33025 and Miguel Venereo, 601 N. Flamingo Road, Suite 405, Pembroke Pines, FL 33028. Said incorporator and managers are over the age of eighteen (18) years, sui juris and residents of the State of Florida.

ARTICLE SEVEN

The initial shareholders of this corporation shall manage the affairs of the corporation in lieu of the directors until the shareholders elect a board of directors at the first meeting of shareholders. The Bylaws may provide for such increase or change, from time to time, in number of directors as is authorized by law and also provide for both the admission of additional members and the current members' rights to continue the business in certain circumstances.

ARTICLE EIGHT

8.01 The capital stock of the Corporation shall be subject to the restrictions on transfer, encumbrance, redemption, rescission, cancellation and alienation provided for under an agreement among shareholders on file with the corporation at its principal office.

8.02 The foregoing restrictions on transfer, hypothecation, encumbrance or other alienation of the Corporation's capital stock includes limitations upon both voluntary or involuntary alienation as specified in the agreement among shareholders on file with the corporation at its principal office.

ARTICLE NINE


Nothing in these Articles of Incorporation shall be taken to limit the power of this corporation.

ARTICLE TEN

The effective date of this corporation shall be the filing date of these Articles of Incorporation in accordance with Florida Statutes §607.0203.

FILED
98 MAR 23 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation this 10th day of December, 1997.



Robert C. Fields, M.D.
Incorporator

STATE OF FLORIDA
DEPARTMENT OF STATE

Certificate Designating Place of Business or Domicile for the Service of
Process Within This State and Naming Agent Upon Whom Process May be Served.


The following is submitted in compliance with the Florida General Business
Corporation Act:

GENESIS WOMEN'S HEALTH CARE SPECIALISTS, is a corporation
organized under the laws of the State of Florida, with its Registered Office located
at 3220 Douglas Road, Suite B, in the city of Miramar, County of Broward and
State of Florida 33025, and has named Robert C. Fields as its agent to accept
service of process within this State at the office specified in his acceptance below.


Robert C. Fields, M.D.
Incorporator

ACCEPTANCE:

I hereby agree, as Registered Agent of GENESIS WOMEN'S HEALTH
CARE SPECIALISTS, to accept Service of Process; to keep my office at
3220 Douglas Road, Suite B, Miramar, FL 33025 open during the hours prescribed
by §48.081, Florida Statutes; to post my name (and any other officers of said
corporation authorized to accept service or process at the Florida designated
address) in some conspicuous place in said office as required by law and otherwise
perform the duties of registered agent for this corporation.


Robert C. Fields
Registered Agent

FILED
MAR 23 AM 10:00
STATE
OF FLORIDA

AFFIDAVIT OF MEMBERSHIP CONTRIBUTIONS

The undersigned member, or authorized representative of a member, of GENESIS WOMEN'S HEALTH CARE SPECIALISTS, P.L. hereby certifies that:

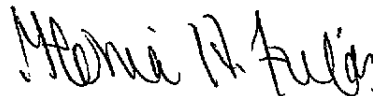
1. The above named limited liability company has at least 2 members;
2. The total amount of cash contributed by the members is \$600.00;
3. If any, the agreed value of property other than cash contributed by member(s) is \$0.00; and
4. The total amount of cash and property contributed and anticipated to be contributed by members is \$1,000.00.


Robert C. Fields

(in accordance with §608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true)

STATE OF FLORIDA)
COUNTY OF BROWARD) ss:

Sworn and subscribed to by ROBERT C. FIELDS, who personally appeared before me at the time of this notarization and did (X) or did not () take an oath or make an affirmation, acknowledged to me that he is a member of GENESIS WOMEN'S HEALTH CARE SPECIALISTS, P.L. and that he did sign the foregoing affidavit of capital contribution for the purposes therein set forth, all on this 16th day of ~~January~~ February, 1998.



Notary Public

Commissioned Name:
Commission Number:

Personally known to notary OR produced identification _____
Type of identification produced: _____



GLORIA H. FIELDS
COMMISSION # CC 358224
EXPIRES MAR 22, 1998
BONDED THRU
ATLANTIC BONDING CO., INC.