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TRANSMITTAL LETTER

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

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-07/31/00--01108--013
*****78.75 *****78.75

SUBJECT: North Miami Beach Medical Center, Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee &
Certificate of
Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Steven Reed Cohen, P.A.
Name (Printed or typed)
Fountains Executive Center
9000 W. Sheridan St., Suite 162
Address
Pembroke Pines, FL 33024
City, State & Zip
954-436-9895
Daytime Telephone number

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUL 31 PM 2:21

NOTE: Please provide the original and one copy of the articles.

J 8/3/00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUL 31 PM 2: 21

**ARTICLES OF INCORPORATION
OF
NORTH MIAMI BEACH MEDICAL CENTER, INC.
A not-for-profit Florida Corporation**

ARTICLES OF INCORPORATION

The undersigned, acting as incorporator(s) of a Corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation of such corporation:

**ARTICLE I
(Name and Address)**

The name of the corporation shall be: **NORTH MIAMI BEACH MEDICAL CENTER, INC.** The initial principal address of the corporation is: **16552 S.W. 39th Street, Miramar, Florida 33027**

**ARTICLE II
(Term)**

The corporation is to continue in perpetuity unless dissolved according to law. The corporate existence shall commence with filing with the Secretary of State.

**ARTICLE III
(Purpose)**

The corporation shall operate a non-profit medical clinic and may engage or transact business in any activity or business permitted under the laws of the State of Florida which are in accordance with those permitted under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future code. Said Corporation is organized exclusively for charitable, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future code.

ARTICLE IV
(Members of the Board of Directors)

The qualification for members and the manner of their admission are as determined by the Board of Directors in the By-Laws.

ARTICLE V
(Board of Directors)

The number constituting the initial Board of Directors of the Corporation is three (3), and the names and addresses of the persons who are to serve initially are:

- | | |
|-----------------------------------|---|
| 1. Eileen Ramsaran, M.D. | 16552 S.W. 39th Street
Miramar, Florida 33027 |
| 2. John A. Prior, D.P.M., FACFAS. | 1141 S.W. 158th Avenue
Pembroke Pines, Florida 33027 |
| 3. Monica Greuner, M.D., MSPH. | 1101 Tori Lane
Edinburg, TX 78539 |

ARTICLE VI
(Stock)

The corporation is organized under a non-stock basis.

ARTICLE VII
(Dissolution)

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or to the Federal, State or local government for exclusive public purpose.

ARTICLE VIII

(Initial Registered Agent and Initial Registered Office)

The Corporation's Initial Registered Agent and Registered Office in the State of Florida is:

Initial Registered Agent: Eileen Ramsaran

Address of Registered Agent: 16552 S.W. 39th Street
Miramar, Florida 33027

Initial Registered Office: 16552 S.W. 39th Street
Miramar, Florida 33027

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ACCEPTANCE AND CONSENT OF REGISTERED AGENT

Having been named Initial Registered Agent to accept service of process for the above stated corporation, at the place designated in these Articles, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of law pertaining thereto.

Registered Agent:

Eileen Ramsaran
Eileen Ramsaran, M.D.

ARTICLE IX
(Incorporator)

The name and address of the incorporator executing these Articles of Incorporation is:

Incorporator: Eileen Ramsaran, M.D.

Address: 16552 S.W. 39th Street
Miramar, Florida 33027

Incorporator

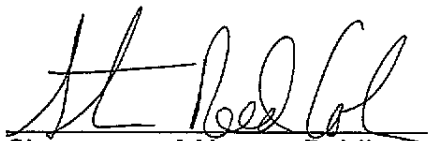
Eileen Ramsaran
Eileen Ramsaran, M.D.

Personally appeared before me, the undersigned authority, Eileen Ramsaran, M.D., who signed the foregoing Articles of Incorporation in my presence and who being by me first duly sworn, deposes and says that he knows the contents of said Articles, that the same is true to the best of his knowledge and belief.

Witness my hand and official seal at Pembroke Pines, Florida this 12 day of July, 2000.

Affiant Known Produced Identification

Type of Identification Fla. Priv. License


Signature of Notary Public

SEAL:

