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CORPORATE REGISTRATIONS

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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FROM: CORPORATE CREATIONS ENTERPRISES, INC

DEPARTMENT OF STATE

4521 PGA BLVD., S-211

STATE OF FLORIDA

409 EAST GAINES STREET

PALM BEACH GARDENS FL 33418-0000

TALLAHASSEE, FL 32399

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DOCUMENT TYPE: FLORIDA NON-PROFIT CORPORATION

NAME: PBCOGS, INC.

FAX AUDIT NUMBER: H96000010468

CURRENT STATUS: REQUESTED

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Articles of Incorporation of PBCOGS, Inc.

Article I Name

The name of this Florida not-for-profit corporation is PBCOGS, Inc.

Article II Address

The mailing address of the Corporation is:

PBCOGS, Inc.
2611 Poinsettia Avenue
West Palm Beach FL 33407

Article III Purpose

The Corporation is organized exclusively to engage in all lawful acts or activities not for pecuniary profit for which Florida not-for-profit corporations may be organized, including the following:
professional society for obstetrics and gynecology

Article IV Membership

All persons interested in the purposes of the Corporation are eligible for membership in the Corporation if they are capable of contributing to the achievement of those purposes and the effective operation of the Corporation, and if they comply with the requirements established from time to time in the Bylaws. Members shall have no voting rights or other rights except as provided in the Bylaws.

Article V Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than three directors. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation, but may never be less than three. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law. The name of each initial member of the Corporation's Board of Directors is:

Melanie K. Bone, M.D.
Debra Jones, M.D.
Samuel Lederman, M.D.
Louis Anderson, M.D.

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Corporate Creations International Inc.
4521 PGA Boulevard #211
Palm Beach Gardens FL 33418-3967
(561) 694-8107

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Article VI. Limitations

No part of the net earnings of the Corporation shall inure to the benefit of (or be distributable to) its directors, officers, members or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of any of its purposes.

Article VII. Registered Agent

The name and address of the registered agent of the Corporation is:

Corporate Creations Enterprises, Inc.
4521 PGA Boulevard #211
Palm Beach Gardens FL 33418

Article VIII. Incorporator

The name and address of the incorporator is:

Corporate Creations International Inc.
4521 PGA Boulevard #211
Palm Beach Gardens FL 33418-3967

Article IX. Dissolution

Upon the dissolution or winding up of the Corporation, the assets remaining after payment (or provision for payment) of the Corporation's debts and liabilities shall be distributed pursuant to the Corporation's plan of distribution of assets.

Article X. Corporate Existence

The corporate existence of the Corporation shall begin effective as of July 29, 1996

The authorized representative of the incorporator executed these Articles of Incorporation on July 29, 1996

Corporate Creations International Inc.

By: Frank A. Rodriguez
Frank A. Rodriguez, President

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT AND REGISTERED OFFICE**

CORPORATION:
PBCOGS, Inc.

REGISTERED AGENT:
Corporate Creations Enterprises, Inc.
4521 PGA Boulevard #211
Palm Beach Gardens FL 33418

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

Corporate Creations Enterprises, Inc.

By: 
Frank A. Rodriguez, President

Date: July 29, 1996

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