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FLORIDA PROFTT CORPORATION OR P.A.

CARMEN A. SHIRLEY, M.D., P.A.

Certificate of Status	0.
Certified Copy	1
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
CARMEN A. SHIRLEY, M.D., P.A.**

The undersigned, for purposes of forming a professional corporation under the provisions of Chapter 607 and 621 of the Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE I

The name and initial address of this corporation shall be Carmen A. Shirley, M.D., P.A., 720 NW 22nd Road, Ft. Lauderdale, Florida 33310

ARTICLE II

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE III

The general purpose for which the corporation is organized is to engage in every aspect of the practice of medicine. The professional services involved in the corporation's practice of medicine may be rendered only through its officers, agents and employees who are duly authorized and licensed to practice medicine in the State of Florida.

The corporation shall not engage in any business other than the practice of medicine. However, the corporation may invest its funds in real estate, mortgages, stocks, bonds and other types of investments, and may own real and personal property necessary for the rendering of the professional services authorized hereby.

ARTICLE IV

The aggregate number of shares which the corporation is authorized to issue is 1,000. Such shares shall be of single class, and shall have a par value of \$ 0.10 per share.

ARTICLE V

The initial registered office of this corporation shall be 720 NW 22nd Road, Ft. Lauderdale, Florida 33310, with the privileges of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Carmen A. Shirley, M.D.

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ARTICLE VI

The number of directors constituting the board of directors of the corporation shall be determined in accordance with the By-Laws, but shall not be less than one (1) director. The name and address of the person who is to serve as a member of the initial board of directors is:

Carmen A. Shirley, M.D.
1741 SW 53rd Avenue
Plantation, Florida 33310

ARTICLE VII

The name and address of the Incorporator is Carmen A. Shirley, M.D., 1741 SW. 53rd Avenue, Plantation, Florida 33317.

ARTICLE VIII

The stock of this corporation may be issued, owned and registered only in the names of an individual or individuals who are fully authorized and licensed to practice medicine in the State of Florida. In the event that a shareholder :

becomes disqualified to practice medicine in this State, or sells, transfers, hypothecates or pledges, or attempts to sell, transfer, hypothecate or pledge any shares of stock in this corporation, or if such sales, transfer, hypothecation or pledge, or attempt to sell, transfer, hypothecate or pledge is made in a manner prohibited by law, or in a manner inconsistent with the provisions of these Articles or the By-Laws of this corporation; or suffers and execution to be levied upon his stock, or such stock is subjected to sale or other process, the effect of which is to vest any legal or equitable interest in such stock in some person ineligible by law or by virtue of these Articles to be a shareholder in this corporation,

then the stock of such shareholder shall immediately stand forfeited and such stock shall be immediately canceled but his corporation and the shareholder or other person in possession of such stock shall be entitled only to receive payments for the value of such stock which, in the absence of a By-Law provision or written agreement between the corporation and its shareholder, shall be the book value thereof as of the last day of the month preceding the month in which any of the events above enumerated occurs. The shareholder whose stock so becomes forfeited and canceled by the corporation shall forthwith cease to be shareholder and shall accept payment for his stock in accordance with the foregoing, and after payment of any other sums then lawfully due and owing to said shareholder by the corporation, such shareholder shall then and thereafter have no further financial interest of any kind in the corporation.

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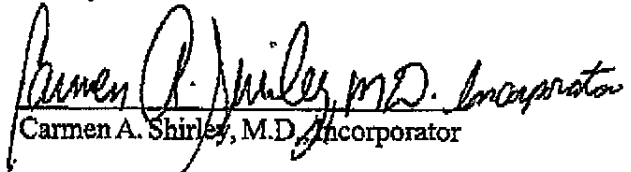
No shareholder of this corporation may sell or transfer any of his shares of stock in this corporation except to another individual who is then duly authorized and licensed to practice medicine in the State of Florida. No shareholder of this corporation may enter into a voting trust agreement or any other type of agreement vesting another person with the authority to exercise the voting power of any or all of this stock.

The corporation's board of directors is specifically authorized from time to time to adopt by-laws, not inconsistent herewith, restraining the alienation of shares of stock of this corporation and providing for the purchases of redemption of the corporation of its shares of stock.

ARTICLE IX

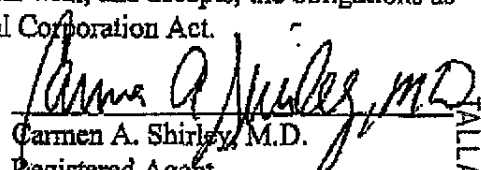
The corporation shall indemnify each director, officer and shareholder of the corporation against any and all liability and expenses incurred by him/her in connection with or arising out of any action, suit or proceeding in which he/she may be involved, by reason of his/her being or having been an officer, director or shareholder of the corporation to the full extent permitted by the laws of the State of Florida.

Executed by the undersigned on this 16th day of February, 2000.


Carmen A. Shirley, M.D., Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of Carmen A. Shirley, M.D., P.A., hereby accepts such designation and is familiar with, and accepts, the obligations as provided in Section 607.0505 of the Florida General Corporation Act.


Carmen A. Shirley, M.D.
Registered Agent

Dated: 2-16-00

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TALLAHASSEE, FLORIDA

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