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FLORIDA PROFIT CORPORATION OR P.A.

JOEL L. COHEN, D.O., P.A.

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**ARTICLES OF INCORPORATION
OF**

JOEL L. COHEN, D.O., P.A.

The undersigned, for purposes of forming a business corporation under the provisions of Florida Statutes Chapter 607, the Florida Business Corporation Act, and Florida Statutes Chapter 621, the Professional Service Corporation and Limited Liability Act, adopts the following Articles of Incorporation.

**ARTICLE I
NAME**

The name of this corporation shall be JOEL L. COHEN, D.O., P.A. (hereinafter call the "Corporation").

**ARTICLE II
PRINCIPAL ADDRESS**

The address of the principal office and the mailing address of the office of the Corporation is 11151 Nautilus Drive, Cooper City, FL 33026.

**ARTICLE III
PURPOSE**

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 fully 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 estate and personal property for the rendering of the professional services authorized hereby.

**ARTICLE IV
CAPITAL STOCK**

The capital stock authorized shall be 1,000 shares, such shares shall be of a single class, and shall have a par value of \$0.01 per share.

The Corporation shall only issue its common stock to an individual who is duly licensed or otherwise legally authorized to render the same specific professional services as those for which the Corporation was incorporated. Shareholders of this Corporation shall not enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his/her stock.

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ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the Corporation's initial registered office is 11151 Nautilus Drive, Cooper City, FL 33026, County of Broward, State of Florida, with the privilege 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 Joel L. Cohen.

ARTICLE VI
INITIAL BOARD OF DIRECTORS

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

Joel L. Cohen
11151 Nautilus Drive
Cooper City, FL 33026.

ARTICLE VII
INCORPORATOR

The name and address of the Incorporator is Joel L. Cohen, 11151 Nautilus Drive, Cooper City, FL 33026.

ARTICLE XI
INDEMNIFICATION

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 not prohibited by law.

Executed by the undersigned Incorporator on the 1 day of March, 2000.



Joel L. Cohen, Incorporator

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ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of JOEL L. COHEN, D.O., P.A., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes § 607.0505.


Joe L. Cohen
Registered Agent

Dated: March 1, 2000.

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