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Florida Department of State

Division of Corporations

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TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

DAVID M. COHN, M.D., P.A.

Certificate of Status	0
Certified Copy	0
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ARTICLES OF INCORPORATION OF
DAVID M. COHN, M.D., P.A.

ARTICLE I - NAME

The name of the professional association is:

DAVID M. COHN, M.D., P.A.

ARTICLE II - DURATION

The professional association shall exist in perpetuity.

ARTICLE III - PURPOSE

The professional association is organized for the purpose of rendering professional medical services and transacting any or all other lawful business as enumerated in Section 621.03, Florida Statutes.

ARTICLE IV - CAPITAL STOCK

The professional association is authorized to issue 1,000 shares of \$1.00 par value common stock which shall be designated "Common Shares". Such shares shall only be issued to those persons or entities as enumerated in Section 621.09, Florida Statutes.

ARTICLES V - RIGHTS OF SHARE OF CAPITAL STOCK

The entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of outstanding common shares, each having one vote. Nothing in the Articles shall be construed to allow cumulative voting of shares.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The name and street of the initial Registered Agent and Registered Office of the professional association are:

DAVID M. COHN, M.D.
4302 Alton Road, Suite 530
Miami Beach, FL 33140

This document prepared by:
Robert A. Brandt, Esq.
1110 Brickell Avenue, PH-1, Miami, FL 33131
Phone: (305) 374-2202 - Fla. Bar No. 311391

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ARTICLE VII - INITIAL BOARD OF DIRECTORS

The professional association shall have one director initially. The number of directors may be either increased or decreased from time to time by the By-Laws adopted by the professional association. The name and address of the initial Director is:

DAVID M. COHN, M.D.
1035 Belle Meade Island Drive
Miami, FL 33138

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator and person signing these Articles is:

DAVID M. COHN, M.D.
1035 Belle Meade Island Drive
Miami, FL 33138

ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the Directors.

ARTICLE X - INDEMNIFICATION

The professional association shall indemnify any officer and/or director or any former officer and/or director to the full extent permitted by law.

ARTICLE XI - COMMENCEMENT OF CORPORATE EXISTENCE

Corporate existence shall be deemed to commence upon filing of these Articles of Incorporation.

ARTICLE XII - PRINCIPAL PLACE OF BUSINESS

The principal place of business shall be: 4302 Alton Road, Suite 530, Miami Beach, FL 33140

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on June 6, 2000.


DAVID M. COHN, M.D.

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OF DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First That, ^{P.A.} DAVID M. COHN, M.D., desiring to organize under the laws of the State of Florida with its principal office as indicated in the articles of incorporation at County of Miami Dade, State of Florida has named DAVID M. COHN, M.D., 4302 Alton Road, Suite 530, Miami Beach, FL 33140, County of Miami Dade within this State as registered agent of said professional association.

Having been named to accept service of process for the above stated professional association, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: 
DAVID M. COHN, M.D.
(REGISTERED AGENT)

Date: June 6, 2000

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