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LAW OFFICES OF
ERIC M. GLAZER, P.A.

CORPORATE PLACE
1920 EAST HALLANDALE BEACH BOULEVARD
8TH FLOOR
HALLANDALE, FLORIDA 33009
(954) 455-1666 - FAX (954) 455-4727

ERIC M. GLAZER
MICHAEL A. RAJTAR

August 28, 2000

VIA FEDEX

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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*****78.75 *****78.75

RE: PARDELL MEDICAL ARTS, P.A.

Dear Sir or Madam:

Enclosed please find the original executed Articles of Incorporation of **Pardell Medical Arts, P.a.** along with my firms operating account check numbered 6738 in the amount of \$78.75. This check represents the fee to the State of Florida.

Please file the Articles with the State of Florida and return a certified copy in the post-paid envelope as provided herein.

Should you have any questions regarding the foregoing, please contact my office.

Very truly yours,
LAW OFFICES OF ERIC M. GLAZER, P.A.

By: 
ERIC M. GLAZER, ESQUIRE
For the Firm

EMG:lmg
Encl.

D. BROWN SEP - 1 2000

**ARTICLES OF INCORPORATION
OF
PARDELL MEDICAL ARTS, P.A.**

FILED
00 AUG 29 AM 9:58
CLERK OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators, for the purpose of forming a corporation under Chapter 621 of the laws of the State of Florida, hereby adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation shall be **PARDELL MEDICAL ARTS, P.A.**

ARTICLE II. PRINCIPLE OFFICE

The principle place of business and mailing address of this corporation shall be 2170 Bayberry Drive, Pembroke Pines, Florida 33024. Its business shall be carried on in the State of Florida, in the United States of America, and elsewhere, as may be authorized by its Board of Directors or Stockholders.

ARTICLE III. NATURE OF BUSINESS

The general nature of the business to be transacted by the corporation shall include all professional medical services to the public that a doctor or medical office duly licensed under the laws of Florida is authorized to render. This corporation may engage or transact in any lawful business with all powers conferred upon Corporations by the Laws of the State of Florida. The corporation may adopt, change, amend and repeal By-laws, not inconsistent with law or its Certificate of Incorporation, for the exercise of its corporate powers, the management, regulation and government of its affairs and property, the transfer on its records of its stock or other evidence of interest or membership, and the calling and holding of meetings of its Stockholders. The corporations may also increase or diminish, by vote of its Stockholders, Shareholders, or members, cast as the By-laws may direct, the number of Directors, managers or trustees, provided, that the number shall never be less than one (1). Further, the corporation may make and enter into all contracts necessary and proper for the conduct of its business.

ARTICLE IV. SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one-hundred (100) shares of Five (\$5.00) Dollars par value. Initially, same shall be distributed 100% to HERBERT PARDELL.

ARTICLE V. EXISTENCE.

The corporation shall have perpetual existence.

ARTICLE VI. BEGINNING DATE

The date when the corporation existence shall begin shall be the date of subscription and acknowledgment stated herein if this Certificate of Incorporation or Articles of Incorporation are filed within five (5) days, exclusive of legal holidays, after subscription and acknowledgment hereon, and are subsequently approved by the Secretary of State and all filing fees and taxes paid; otherwise, it shall be the date when the Articles of Incorporation are filed in the Office of the Secretary of State and approved.

ARTICLE VII. INITIAL REGISTERED AGENT AND STREET ADDRESS

The Initial Registered Agent and street address are as follows:

NAME

ERIC M. GLAZER, ESQ.

STREET ADDRESS

1920 E. HALLANDALE BEACH BLVD.
HALLANDALE, FLORIDA 33009
EIGHTH FLOOR

ARTICLE VIII. INCORPORATOR AND STREET ADDRESSES

The name and street address of each of the incorporators to these Articles of Incorporation are as follows:

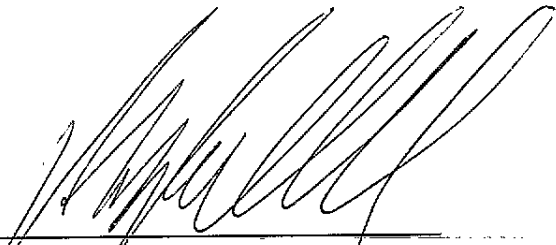
| <u>NAME</u> | <u>STREET ADDRESS</u> |
|-----------------|--|
| HERBERT PARDELL | 2170 BAYBERRY DRIVE PEMBROKE PINES, FLORIDA 33024 |

ARTICLE IX. INITIAL BOARD OF DIRECTORS AND STREET ADDRESSES

The name and street address of the first Board of Directors who shall hold office for the first year of the corporation's existence, or, until their successors are elected or appointed and have qualified, is as follows: There shall at no time be less than (1) director.

| <u>NAME</u> | <u>STREET ADDRESS</u> |
|-----------------|--|
| HERBERT PARDELL | 2170 BAYBERRY DRIVE PEMBROKE PINES, FLORIDA 33024 |

THE UNDERSIGNED INCORPORATOR has executed these Articles of Incorporation this 23rd day of August, 2000.

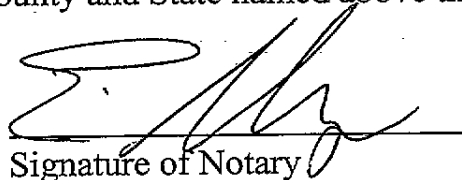


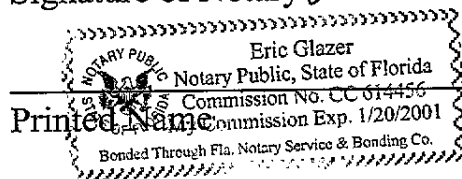
Signature of Incorporator - HERBERT PARDELL

STATE OF FLORIDA)
COUNTY OF BROWARD)

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County above named to take acknowledgments, personally appeared HERBERT PARDELL who produced Fla. Drivers License P634 32031456-0, and acknowledged before me that they subscribed to those Articles of Incorporation.

WITNESS my hand and seal in the County and State named above this 23rd day of August, 2000.


Signature of Notary



**CERTIFICATE OF DESIGNATING OF
REGISTERED AGENT/ REGISTERED OFFICE OF
PARDELL MEDICAL ARTS, P.A.**

Pursuant to the provisions of Section 607.0501 or 617.050, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statements in designating the registered office/registered agent, in the State of Florida:

1. The name of the Corporation is **PARDELL MEDICAL ARTS, P.A.**
2. That **PARDELL MEDICAL ARTS, P.A.**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at North Miami Beach, County of Dade, State of Florida, has named ERIC M. GLAZER, ESQ. 1920 E. HALLANDALE BEACH BLVD. HALLANDALE, FLORIDA 33009, EIGHTH FLOOR County of Broward, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

FILED
00 AUG 29 AM 9:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 23rd day of August, 2000.

By: _____

ERIC M. GLAZER, ESQUIRE