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00 OCT 25 AM 11:17

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



ACCOUNT NO. : 072100000032

REFERENCE : 875120 7199649

AUTHORIZATION :

Patricia Pigute

COST LIMIT : \$ 78.75

ORDER DATE : October 25, 2000

ORDER TIME : 10:0 AM

ORDER NO. : 875120-005

CUSTOMER NO: 7199649

CUSTOMER: Ms. Olga Duque
Hunton & Williams

000003438710--0

1 Biscayne Tower
2 South Biscayne Blvd
Miami, FL 33131

DOMESTIC FILING

NAME: DENIS R. WEINBERG, M.D. AND
ASSOCIATES CORP.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP
ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sandra Mathis - EXT. 1165
EXAMINER'S INITIALS:

R 10/25/00

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
00 OCT 25 AM 10:44
TO AGENCY FOR
SUFFICIENCY OF FILING

ARTICLES OF INCORPORATION

OF

DENIS R. WEINBERG, M.D. AND ASSOCIATES CORP

FILED

00 OCT 25 AM 11:17

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Chapter 607 of the Florida Statutes (the "Florida Business Corporation Act"), the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I - NAME

The name of the corporation is DENIS R. WEINBERG, M.D. AND ASSOCIATES CORP. (hereinafter called the "Corporation").

ARTICLE II - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office and mailing address of the Corporation is 4300 Alton Road, Suite 207, Miami Beach, Florida 33140.

ARTICLE III - PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business for corporations organized under The Florida Business Corporation Act of the State of Florida.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have the authority to issue is 1,000 shares of Common Stock, par value \$.01 per share.

ARTICLE V - INITIAL REGISTERED AGENT

The street address of the initial registered office of the Corporation is 5728 Pine Tree Drive, Miami Beach, Florida 33140; and the name of the Corporation's initial registered agent at that address is Denis R. Weinberg, M.D.

ARTICLE VI - BOARD OF DIRECTORS

The number of members of the Board of Directors shall initially be two (2). The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation, but shall never be less than one (1). The manner of election of members of the Board of Directors shall be regulated by the Bylaws of the

Corporation. The names and addresses of the persons who shall serve as the initial members of the Board of Directors of the Corporation are as follows:


Denis R. Weinberg, M.D.
5728 Pine Tree Drive
Miami Beach, Florida 33140

Miguel Garcia
10521 Mahogany Circle
Miami Beach, Florida 33184

ARTICLE VII - INCORPORATOR

The name and address of the incorporator is Denis R. Weinberg, M.D., 5728 Pine Tree Drive, Miami Beach, Florida 33140.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 24th day of October, 2000.



Incorporator: Denis R. Weinberg, M.D.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

W I T N E S S E T H:

That Denis R. Weinberg, M.D. and Associates Corp., desiring to organize under the laws of the State of Florida, has named Denis R. Weinberg, M.D., located at 5728 Pine Tree Drive, Miami Beach, Florida 33140, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with, and accept the duties and obligations of a registered agent outlined in Section 607.0505, Florida Statutes.

Dated this 24th day of October, 2000.


Registered Agent