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Law Offices of Karen Lowell

1683 Southwest 109th Terrace
Ft. Lauderdale, Florida 33324
Telephone: (954) 424-6190
Facsimile: (954) 424-3541

November 2, 2000

TRANSMITTAL LETTER

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

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

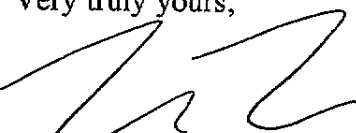
SUBJECT: REJTMAN & WALGREN, P.A.

Enclosed is an original and one (1) copy of the Articles of Incorporation, Certificate of Designation of Registered Agent / Registered Office and a check for \$78.75. Please provide a Certificate of Status for this Corporation. Thank you.

FROM: Karen Lowell, Registered Agent
1683 S.W. 109th Terrace
Davie, Florida 33324
(954) 424-6190

If you have any questions, please contact my office at (954) 424-6190. Thank you for your assistance on this matter.

Very truly yours,


Karen Lowell, Esquire

Enclosures

cc: Jaime S. Rejtman, M.D.
Meredith C. Walgren, M.D., PhD

FILED
00 NOV -6 AM 9:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

 11-8

**ARTICLES OF INCORPORATION
OF
REJTMAN & WALGREN, P.A.**

The undersigned Incorporator, for the purpose of forming a Corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I:

The name of the Corporation shall be REJTMAN & WALGREN, P.A.

ARTICLE II:

The initial place of business and mailing address of this Corporation shall be:

3001 N.W. 49th Avenue, Suite 202
Lauderdale Lakes, Florida 33313

ARTICLES III:

In carrying out its business purposes in the medical profession, the Corporation shall have all of the common law and statutory powers and duties of a Corporation for profit under the laws of the State of Florida, except as limited or modified by these Articles or By-Laws.

ARTICLE IV:

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value</u> <u>Per Share</u>	<u>Class of</u> <u>Stock</u>
100	\$10.00	Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the Corporation.

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00 NOV -6 AM 9:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V:

The name and street address of the first Directors/Officers of the Corporation, who shall hold office for the first year or until successors are duly elected and qualified, shall be:

Jaime S. Rejtman, M.D., Director / President / Treasurer
Meredith C. Walgren, M.D., PhD, Director / Vice President / Secretary

3001 N.W. 49th Avenue, Suite 202
Lauderdale Lakes, Florida 33313

ARTICLE VI:

The name and address of the initial registered agent is:

Karen Lowell, Esquire
1683 S.W. 109th Terrace
Davie, Florida 33324

The initial registered office of this Corporation shall be as indicated above, with the privilege of having its offices and branch offices at other places within or without the State of Florida.

ARTICLE VII:

The name and address of the Incorporator to these Articles of Incorporation is Jaime S. Rejtman, 3001 N.W. 49th Avenue, Suite 202, Lauderdale Lakes, Florida 33313.

ARTICLE VIII:

The private property of the Stockholders shall not be subject to payment of the Corporate debts in any extent.

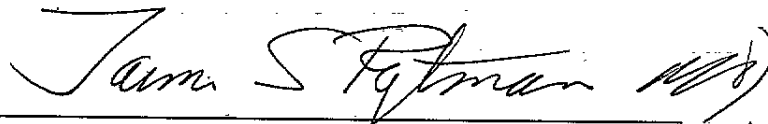
ARTICLE IX:

This Corporation shall indemnify and insure its Officers, Directors and Shareholders to the fullest extent permitted by law either now or hereafter.

ARTICLE X:

The effective date of this Corporation shall be **January 1, 2001.**

IN WITNESS WHEREOF, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming a Corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this _____ day of November, 2000.



JAIME S. REJTMAN, PRESIDENT

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT / REGISTERED OFFICE**

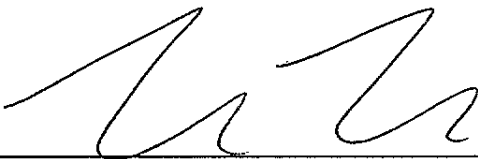
PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Corporation is: REJTMAN & WALGREN, P.A.
2. The name and address of the Registered Agent and office is:

Karen Lowell, Esquire
1683 S.W. 109th Terrace
Davie, Florida 33324

FILED
00 NOV -6 AM 9:30
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.



KAREN LOWELL, ESQUIRE

11-02-00

(DATE)