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Peter Engelhard
5 Island Avenue, 6F
Miami Beach, FL 33139

8 November 2000

via Federal Express

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Department of State
Corporate Records Bureau
409 East Gaines Street
Tallahassee, FL 32301

RE: Apex Integrated Health, Inc.

Ladies and Gentlemen,

Enclosed are an original and one copy of the Articles of Incorporation for the above referenced corporation, along with a check payable to the Secretary of State in the amount of \$122.50, in payment of the following:

Filing Fee	\$35.00
Registered Agent Filing Fee	\$35.00
Certified Copy	\$ 8.75
Certificate of Status	\$ 8.75
Total:	\$ 87.50

FILED
00 NOV -9 PM 2:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Please return the certified copy to the address listed above.

Thank you for your attention.

Sincerely,



Peter Engelhard

Enclosures

11-13

ARTICLES OF INCORPORATION
OF
APEX INTEGRATED HEALTH, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, desiring to organize a professional service corporation for the purposes hereinafter listed, pursuant to the Professional Service Corporation Act and other laws of the State of Florida, hereby certifies as follows:

ARTICLE I - NAME

The name of the corporation is Apex Integrated Health, Inc. (the "Corporation").

ARTICLE II - PRINCIPAL OFFICE

The principal office of the Corporation is 5 Island Avenue, Suite 6F, Miami Beach, Florida 33139.

ARTICLE III - PURPOSE

The general nature of the business to be transacted at the corporation shall be:

- (a) To engage in every phase and aspect of the business of rendering the same professional services to the public that a doctor licensed under the laws of the State of Florida is authorized to render, but such professional services shall be rendered only through officers, employees, and agents who are duly licensed or otherwise legally authorized to render such professional services in the State of Florida under the laws of the State of Florida.
- (b) To buy, sell, deal in and exchange shares of its own capital stock, except that the Corporation shall not issue any of its capital stock to anyone other than an individual who is duly licensed or otherwise legally authorized to render professional medical services within the State of Florida. No stockholder of this corporation shall enter into a voting trust agreement or any other type of such agreement vesting another person with the authority to exercise the voting power of any or all of his stock.
- (c) To invest the funds of the Corporation in real estate, mortgages, stock, bonds, or any other type of investment, and to own real or personal property necessary for the rendering of professional services.
- (d) To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or attaining any of the objectives enumerated in these Articles of Incorporation, or any amendment hereto, and to do any act necessary or incidental to the protection and benefit of the Corporation, and in general, either alone or in association with other corporations, firms, partnerships, artificial entities, or individuals to carry on any lawful pursuit necessary or incidental to the accomplishment or furtherance of such purposes or objectives of the Corporation.

- (e) The Corporation shall have all of the powers which are now or which hereafter may be conferred upon professional service corporations by the laws of the State of Florida.

ARTICLE IV – STOCK

The maximum number of shares of stock which the Corporation is authorized to have outstanding at any time is One Thousand (1,000) shares of common stock having a par value of \$0.10 per share.

ARTICLE V – EXISTENCE

The corporation shall have a perpetual existence commencing on November 8, 2000.

ARTICLE VI – INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent and office of the Corporation are Peter A. Engelhard, D.O., 5 Island Avenue, Suite 6F, Miami Beach, FL 33139.

ARTICLE VII – STOCK TRANSFERABILITY

No stockholder of the Corporation may sell or transfer his shares in the Corporation except to another individual who is eligible to be a stockholder of the Corporation under the laws of the State of Florida.

ARTICLE VIII – STOCK OWNERSHIP

The Board of Directors shall require any stockholder, officer, agent, or employee of the Corporation, who has been rendering professional services to the public and who becomes legally disqualified to render such professional services within the State of Florida, or who accepts employment that, pursuant to existing law, places restrictions or limitations upon his continuing to render such professional services, to sever all employment with, and financial interests in, the Corporation forthwith.

ARTICLE IX – DIRECTORS

The Corporation shall have one (1) Director initially. The number of directors may be increased or diminished, from time to time, by the bylaws adopted by the stockholders, but shall never be less than one (1).

ARTICLE X – INITIAL DIRECTOR

The name and street address of the initial director of the Corporation are:

Name

Street Address

Peter A. Engelhard, D.O.

5 Island Avenue, Suite 6F
Miami Beach, FL 33139

Said Director is of full age and is a citizen of the United States of America. The aforesaid Director shall hold his office until the first annual meeting of the stockholders or until his successor is elected and has qualified.

ARTICLE XI – SUBSCRIBER

The name and street address of the subscriber to the Articles of Incorporation, who is a doctor, Duly licensed under the laws of the State of Florida to render services as such are:

Name

Street Address

Peter A. Engelhard, D.O.

5 Island Avenue, Suite 6F
Miami Beach, FL 33139

ARTICLE XII – BYLAWS

The bylaws of the Corporation may be created, amended or changed by the stockholders or Directors at any regular or special meeting, duly held.

ARTICLE XIII – INDEMNIFICATION

The Corporation shall indemnify any officer or director to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these articles of Incorporation this 8th day of November 2000.



Peter A. Engelhard, D.O.

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated Corporation, at the place designated in Article VI of these Articles of Incorporation, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of his duties.

Executed this 8th day of November 2000.



Peter A. Engelhard, D.O.

FILED
NOV - 9 PM 2:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(State of Florida, County of Broward)

The foregoing instrument was sworn to and subscribed before me this 8th day of November, 2000, by Peter A. Engelhard, D.O., the Declarant, who is personally known to me, and who did take an oath.



Notary Public

Printed Name: MARIA ROSARIO

My Commission Expires:

