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ACCOUNT NO. : 072100000032

REFERENCE : 997018 7245122

AUTHORIZATION : *Patricia Piguet*

COST LIMIT : \$ 70.00

ORDER DATE : February 8, 2001

ORDER TIME : 11:04 AM

ORDER NO. : 997018-005

500003707815--6

CUSTOMER NO: 7245122

CUSTOMER: Mr. B.mitchell Grabois, M.d.  
Dr. B. Mitchell Grabois

21110 Biscayne Boulevard  
Suite 312  
Miami, FL 33180

DOMESTIC FILING

NAME: DRS. GRABOIS, FIRESTONE AND  
LEBOW, P.A.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP  
       ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Joyce Markley - EXT. 1130

EXAMINER'S INITIALS:

FILED  
2001 FEB 16 PM 2:17  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

RECEIVED  
01 FEB 16 PM 1:13  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED

2001 FEB 16 PM 2:17

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION  
OF

DRS. GRABOIS, FIRESTONE AND LEBOW, P.A.

The undersigned incorporator hereby forms a corporation under Chapter 621 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

DRS. GRABOIS, FIRESTONE AND LEBOW, P.A.

The address of the principal office of this corporation shall be 21110 Biscayne Boulevard, Suite 312, Aventura, Florida 33180 and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage in every aspect of the business of rendering the same professional services to the public that an obstetrics and gynecology office, duly licensed under the laws of the State of Florida, is authorized to render. This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

### ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 300 shares of common stock having \$1.00 par value per share.

### ARTICLE IV. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have three Directors, initially. The names and addresses of the initial members of the Board of Directors are:

B. Mitchell Grabois, M.D.      21110 Biscayne Boulevard, Suite 312  
Director      Aventura, Florida 33180

Mark Allen Firestone, M.D.      21110 Biscayne Boulevard, Suite 312  
Director      Aventura, Florida 33180

Ellen W. Lebow, D.O.      21110 Biscayne Boulevard, Suite 312  
Director      Aventura, Florida 33180

### ARTICLE V. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 5400 South University Drive, Davie, Florida 33328, and the name of the initial registered agent of the corporation at that address is Steven Eisenberg.

ARTICLE VI. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to  
these Articles of Incorporation:

The Company Corporation  
2711 Centerville Road, Suite 400  
Wilmington, Delaware 19808

The undersigned incorporator has executed these  
articles of incorporation, this 15th day of February, 2001.

By: Laura R. Dunlap  
Its Agent, Laura R. Dunlap  
Incorporator

jxm

FILED

2001 FEB 16 PM 2:17

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

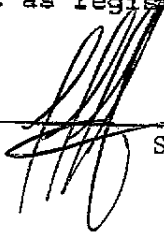
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

By: \_\_\_\_\_

Name:

Title:

 Steven Eisenberg, CPA

jlm