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April 12, 2001

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

FILED
01 APR 16 AM 9:02
SECRETARY OF STATE
TALLAHASSEE, FL 32314

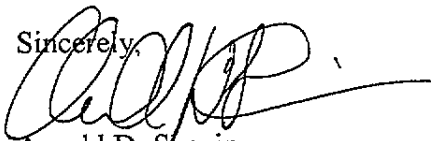
Re: Incorporation of **Boston Medical Group, Inc.**

To Whom It May Concern:

Enclosed for filing are one original and one copy of the Articles of Incorporation for the above-captioned entity. Also enclosed is a check in the amount of \$87.50 to cover the filing fees, registered agent designation, the cost of one certified copy of the Articles and the cost of a good standing certificate for the corporation. Please return a certified copy of the articles and a good standing certificate to my attention via mail to the above address at your earliest opportunity.

If you have any questions or need additional information, please call, fax or email me as indicated above.

Sincerely,



Arnold D. Shevin

ADS/rn
Encl.

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**ARTICLES OF INCORPORATION
OF
BOSTON MEDICAL GROUP, INC.**

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ARTICLE I - NAME

The name of this corporation is BOSTON MEDICAL GROUP, INC.

ARTICLE II – PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this corporation are:

c/o Arnold D. Shevin, Esq.
11004 S.W. 77th Court-Circle
Miami, Florida 33156

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all business allowed under applicable law.

ARTICLE IV – CAPITAL STOCK

The aggregate number of shares which this corporation shall have the authority to issue is Ten Thousand (10,000) shares of common stock, all of which are to have a par value of One Cent (\$0.01).

This Instrument Prepared by:
Arnold D. Shevin, Esq.
Florida Bar No. 0129474
11004 S.W. 77th Court-Circle
Miami, Florida 33156

ARTICLE V – INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

11004 S.W. 77th Court-Circle
Miami, Florida 33156

and the name and address of the initial registered agent of this corporation are:

<u>Name</u>	<u>Address</u>
Arnold D. Shevin, Esq.	11004 S.W. 77 th Court-Circle Miami, Florida 33156

ARTICLE VI - COMMENCEMENT

This corporation shall commence at the time of the filing of these Articles of Incorporation.

ARTICLE VII – INITIAL BOARD OF DIRECTORS

The initial Board of Directors of this corporation shall be comprised of one (1) person. The number of directors may be either increased or decreased from time to time as provided for in the By-Laws of the corporation, but shall never be fewer than one. The name and address of the initial director of this corporation are:

<u>Name</u>	<u>Address</u>
Arnold D. Shevin	11004 S.W. 77 th Court-Circle Miami, Florida 33156

ARTICLE VIII – INCORPORATOR

The name and address of the person signing these Articles of Incorporation as Incorporator are:

Name

Address

Arnold D. Shevin

11004 S.W. 77th Court-Circle
Miami, Florida 33156

ARTICLE IX – BY-LAWS

The power to alter, amend or repeal the By-Laws of this corporation shall be vested in each of the Board of Directors and the shareholders of this corporation. The shareholders of this corporation may amend or adopt a by-law that fixes a greater quorum or voting requirement for shareholders (or voting groups of shareholders) than is required by law.

ARTICLE X - INDEMNIFICATION

This corporation shall indemnify any officer, director or incorporator, or any former officer, director or incorporator, of this corporation to the fullest extent permitted by law.

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as incorporator thereof and in acceptance of his appointment as registered agent therein as of the 12th day of April, 2001.



Arnold D. Shevin, Incorporator
and Registered Agent