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ACCOUNT NO. : 072100000032

REFERENCE : 131079 11102A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : April 27, 2001

ORDER TIME : 1:26 PM

ORDER NO. : 131079-005

CUSTOMER NO: 11102A

CUSTOMER: Ivan M. Lefkowitz, Esq
Lefkowitz Bloom & Van Leuven,
P.a.
430 North Mills Avenue

Orlando, FL 32803

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-04/27/01--01045--025
*****78.75 *****78.75

DOMESTIC FILING

NAME: LOUIS STERN, M.D., P.A.

EFFECTIVE DATE:

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP
- ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder - EXT. 1118

EXAMINER'S INITIALS:

JS
4/30/01

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

APR 27 PM 2:25

NOT INTENDED
TO ACKNOWLEDGE
AGENCY OF FILING

2001 APR 27 PM 2:35
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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* BOARD CERTIFIED IN TAXATION AND
MASTER OF LAWS IN ESTATE PLANNING
+ ALSO ADMITTED IN MASSACHUSETTS

April 26, 2001

VIA HAND DELIVERY

Attn: Corporations Division
Secretary of State
Bureau of Corporate Records
Post Office Box 6327
Tallahassee, Florida 32314

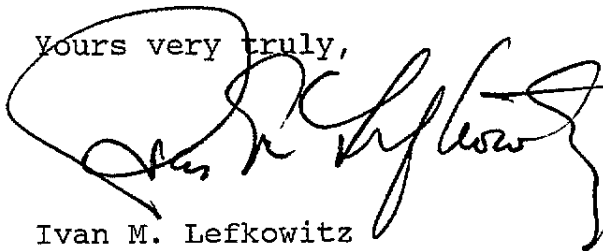
Re: Louis Stern, M.D., P.A.
Effective Date: Upon Filing

Dear Sir or Madam:

Enclosed are the original and a duplicate copy of the Articles of Incorporation of the above proposed corporation. The duplicate copy has been subscribed and acknowledged by the subscriber in the same manner as the original. Please endorse your approval of the Articles of Incorporation on the duplicate copy, and return a certified copy to this office.

A check is also enclosed in the total amount of \$78.75 to cover the \$35.00 filing fee, the \$8.75 fee for the certified copy of the Certificate of Incorporation, and the \$35.00 fee for designation of registered agent.

Yours very truly,



Ivan M. Lefkowitz

IML:mfj

Enclosures

cc: Louis Stern, M.D.
Mr. Mike Brosius

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TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
LOUIS STERN, M.D., P.A.
a professional corporation

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

(Pursuant to Chapter 607 and 621, Florida Statutes)

The undersigned person, for the purpose of forming a professional corporation under the laws of Florida, adopts the following Articles of Incorporation:

1. Name and Duration. The name of this corporation is LOUIS STERN, M.D., P.A. The duration of the corporation shall be perpetual.

2. Purpose and Initial Business. The general nature of the business proposed to be transacted by the corporation, at any place within the United States, and the objects and purposes for which the corporation is established, are as follows:
 - a. In accordance with article 621.03 Florida Statutes, the practice of medicine by and through its shareholders, directors, officers, agents and professional employees, all of whom shall be duly licensed to practice medicine in the State of Florida, all within and subject to the laws of the State of Florida and the rules and regulations controlling the practice of that profession, and without violation of the ethics of that profession. The corporation may employ ancillary personnel to work at the direction and under the supervision of the personnel who are licensed to practice that profession.

 - b. The corporation shall have the broad general powers set forth in article 607.0302, Florida Statutes.

3. Capital Stock. The authorized capital stock of the corporation shall consist of 10,000 shares of common stock with a 1.00 par value. Such stock shall be issued when paid for in cash, services, real estate or personal property, and shall be issued as fully paid and forever non-assessable. The judgment of the Board of Directors as to the value of the property or services rendered in exchange for its stock shall be conclusive.

No person who is not licensed to practice medicine in the State of Florida shall have any part in the ownership, management or control of the corporation; nor may any proxy to vote any shares of the corporation be given to a person not so licensed.

Shares of stock in this corporation may be issued or transferred only to persons duly licensed to practice medicine in the State of Florida. If any shareholder, director, officer, agent or employee becomes legally disqualified to render such professional services in the State of Florida, his office or employment shall be forthwith terminated; and within 90 days following death, incompetence, bankruptcy, retirement, resignation, expulsion, termination or other legal disqualification of a shareholder, all the shares of such shareholder shall be transferred to or acquired by persons qualified to own such shares, as restricted in the by-laws, or by the corporation itself. Until such transfer is effected, such shares shall not be entitled to be voted. The by-laws of this corporation shall fix the price or method of computing the price, together with the schedule of payment therefor, for acquiring such shares in the event the shares are not otherwise acquired within the 90-day period by persons qualified to own the same. The by-laws shall provide for the manner in which dividends shall be paid on the shares.

4. Registered Agent. The corporation appoints **IVAN M. LEFKOWITZ**, who has been a bona fide resident of Florida for at least three years, as its statutory agent in and for the State of Florida. This appointment may be revoked at any time by the Board of Directors authorizing and directing the filing with the Florida Secretary of State of a statement in accordance with Florida statutes. The complete name and address of the Registered Agent is:

IVAN M. LEFKOWITZ
Lefkowitz & Bloom, P.A.
430 N. Mills Ave.
Orlando, Florida 32803

5. Principal Office. The principal place of business and mailing address of the corporation shall be:-

521 Dommerich Dr.
Maitland, Florida 32751

6. Board of Directors. The number of directors of the corporation shall be fixed and may be altered from time to time as may be provided in the by-laws. In case of any increase in the number of directors, the additional directors may be elected by the directors or by the shareholders at an annual or special meeting, as shall be provided in the by-laws.

The initial Board of Directors shall consist of one (1) person, who shall serve until successors are qualified according to the by-laws and whose name address is:

LOUIS STERN, M.D.
521 Dommerich Dr.
Maitland, FL 32751

7. Incorporator. The name and address of the undersigned incorporator is:

LOUIS STERN, M.D.
521 Dommerich Dr.
Maitland, FL 32751

IN WITNESS WHEREOF, the following incorporator has signed these Articles of Incorporation, intending that they be effective as of the date of filing.

April 26, 2001
Date



LOUIS STERN, M.D.

ACCEPTANCE BY REGISTERED AGENT

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.

DATE: 4-26, 2001



IVAN M. LEFKOWITZ

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