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* BOARD CERTIFIED IN TAXATION AND
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+ ALSO ADMITTED IN MASSACHUSETTS

FILED
01 APR 30 AM 10:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

April 26, 2001

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

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

Re: Stephen M. Brooks, M.D., Inc.
Effective Date: Date of Filing

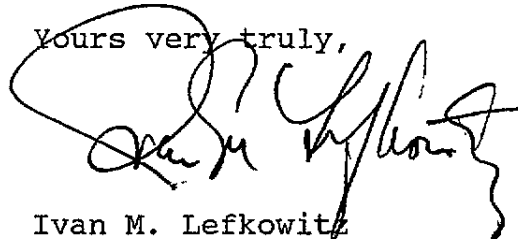
Dear Sir or Madam:

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.

Also enclosed is a certificate designating place of business or domicile for service of process within this State, naming agent upon whom process may be served.

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:glg
Enclosures
cc: Stephen M. Brooks, M.D.

5-9-01
WPC

ARTICLES OF INCORPORATION
OF
STEPHEN M. BROOKS, M.D., INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is STEPHEN M. BROOKS, M.D., INC.

ARTICLE II - DURATION

This corporation shall exist perpetually, commencing on the date of execution of these Articles.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of \$10.00 par value common stock.

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT,
AND CORPORATE ADDRESS**

The street address of the initial registered agent of this corporation shall be:

500 South Delaney Avenue
Suite 301
Orlando, Florida 32801-3861

The name of the initial registered agent of this corporation at that address shall be:

STEPHEN M. BROOKS, M.D.

The street address of the corporate offices shall be:

500 South Delaney Avenue
Suite 301
Orlando, Florida 32801-3861

ARTICLE VI - INITIAL BOARD OF DIRECTORS AND OFFICERS

A. This corporation shall have one (1) director initially. This number of directors may either be increased or diminished from time to time by the By-Laws but shall never be less than one (1).

B. The name and address of the initial director and officer of this corporation are as follows:

<u>Name</u>	<u>Address</u>	<u>Office</u>
STEPHEN M. BROOKS, M.D.	500 South Delaney Avenue Suite 301 Orlando, FL 32801-3861	President/ Secretary/ Treasurer/ Director

ARTICLE VII - INCORPORATOR

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

<u>Name</u>	<u>Address</u>
STEPHEN M. BROOKS, M.D.	500 South Delaney Avenue Suite 301 Orlando, FL 32801-3861

ARTICLE VIII - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 23 day of April, 2001.


STEPHEN M. BROOKS, M.D.,
Incorporator

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, 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:

STEPHEN M. BROOKS, M.D., INC.

2. The name and address of the registered agent and office is:

STEPHEN M. BROOKS, M.D.
500 South Delaney Avenue
Suite 301
Orlando, Florida 32801-3861

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Date: 4/23, 2001

Stephen M Brooks, M.D.
STEPHEN M. BROOKS, M.D., Incorporator

ACCEPTANCE

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. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Date: 4/23, 2001

Stephen M Brooks, M.D.
STEPHEN M. BROOKS, M.D.