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FLORIDA PROFIT CORPORATION OR P.A.

SCOTT A. BECKER, M.D., P.A.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 7, 2001

LAZARUS

SUBJECT: SCOTT A. BECKER, M.D., P.A.
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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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ARTICLES OF INCORPORATION
OF
SCOTT A. BECKER, M.D., P.A.

The undersigned subscriber, a natural person competent to contract and duly admitted to the practice as a medical doctor under the laws of the State of Florida does hereby present these Articles for the formation of a corporation under the provisions of Chapter 621, Florida Statutes, commonly known as The Professional Service Corporation Act, and other laws of the State of Florida.

ARTICLE I

The name of this Corporation is; Scott A. Becker, M.D., P.A.

ARTICLE II

The general nature of the business to be transacted by this Corporation is:

- a. To engage in every phase and aspect of the business of rendering the same professional services to the public that a medical doctor, duly 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 under the laws of the State of Florida to practice as a medical doctor therein.
- b. To invest funds of this Corporation in real estate, mortgages, stocks, bonds, or any other types of investments, and to own real and personal property necessary for the rendering of professional services.
- c. To do all and everything necessary and proper for the accomplishment of any of the purposes for the or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the Corporation, and in general, either alone or in association with other Corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or the attainment of the objects or the furtherance of such purposes or objects of this Corporation.
- d. To engage in every phase and aspect of the business of rendering the same professional services to the public in any other jurisdiction in which any of the Corporation's officers, employees or agents shall be or may become admitted to practice.

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The foregoing paragraphs shall be construed as enumerating both objects and purposes of this Corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this Corporation otherwise permitted by law.

ARTICLE III - TERM OF EXISTENCE

This Corporation is to exist perpetually unless sooner dissolved according to law.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is One Hundred (100) shares of common stock having no par value per share. None of the shares of this Corporation may be issued to anyone other than an individual licensed to practice as a medical doctor in the State of Florida.

ARTICLE V - ADDRESS

The initial street address of the ~~principal~~ office of this Corporation in the State of Florida shall be 18233 Pines Boulevard, Pembroke Pines, Florida 33029.

The name of the initial Registered Agent of the Corporation shall be Scott A. Becker, M.D.
18233 Pines Boulevard, Pembroke Pines, Florida 33029

ARTICLE VI - INITIAL DIRECTORS

The name and address of the initial director of the Corporation is:

Scott A. Becker 18233 Pines Boulevard
Pembroke Pines, Florida 33029

The initial Board of Directors shall consist of one Director. The number of Directors may be increased or diminished from time to time by By-Laws adopted by the stockholders.

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ARTICLE VII - INITIAL INCORPORATORS

The names and addresses of the individuals signing these Articles of Incorporation are:

Scott A. Becker

18233 Pines Boulevard
Pembroke Pines, Florida 33029

ARTICLE VIII - COMMENCEMENT

The date when corporate existence shall commence shall be the date of the filing of these Articles of Incorporation with the Secretary of State for the State of Florida.

ARTICLE IX - VOTING TRUSTS

No shareholder of this Corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

ARTICLE X - CONTRACTS

No contract or other transaction between this Corporation and any other Corporation shall be affected by the fact that any Director of this Corporation is interested in, or is a Director or Officer of, such other Corporation, and any Director, individually or jointly, may be a Party to, or may be interested in, any Contract or transaction of this Corporation or in which this Corporation is interested; and no contract, or other transaction of this Corporation with any person, firm, or Corporation, shall be affected by the fact that any Director of this Corporation is a Party in any way connected with such person, firm, or Corporation, and every person who may become a Director of this Corporation, is hereby relieved from any liability that might otherwise exist from contracting with this Corporation for the benefit of himself or any firm, association, or Corporation in which he may be in any way interested.

ARTICLE XI - RESTRAINT ON ALIENATION OF SHARES

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The Shareholders of this Corporation shall have the power to include in the By-Laws, adopted by a majority of the shareholders of this Corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding shares of this Corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as relevant terms, conditions, and details hereof, shall be determined by the shareholders of this Corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless existence of such provisions shall be plainly written upon the certificate evidencing the ownership of such stock. No Shareholder or this Corporation may sell or transfer his shares therein except to another individual who is eligible to be a shareholder of this Corporation. If any Shareholder becomes legally disqualified to practice as a medical doctor in the State of Florida, or accepts employment that places restrictions or limitations upon his continuous rendering of such professional services, such shareholder's shares shall immediately become subject to purchase by this Corporation in accordance with the By-Laws adopted by the Shareholders.

ARTICLE XII - ADDITIONAL CORPORATE POWERS

In furtherance, and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objects hereinabove states, this Corporation shall have all and singular the following powers:

a. This Corporation shall have the power to enter into or become a partner in, any arrangement for sharing profits, union of interest, or cooperation, joint venture or otherwise, with any person, firm, or Corporation to carry on any business which this Corporation has the direct or incidental authority to pursue.

b. This Corporation shall have the power to deny to the holders of the common stock of this Corporation any preemptive right to purchase or subscribe to any new issues of any type stock of this Corporation, and no shareholder shall have any preemptive right to subscribe to any such stock.

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c. This Corporation shall have the power, at its option, to purchase and acquire any and all of its shares owned, and held by any such shareholder as should desire to sell, transfer, or otherwise dispose of his shares, in accordance with the By-Laws adopted by the Shareholders of this Corporation setting forth the terms and conditions of such purchase; provided, however, the capital of this Corporation is not impaired.

d. This Corporation shall have the power, at its option, to purchase and acquire the shares owned and held by any Shareholder who dies, in accordance with the By-Laws adopted by the Shareholders of this Corporation setting forth the terms and conditions of such purchase; provided, however, the capital of this Corporation is not impaired.

e. This Corporation shall have the power to enter into, for the benefit of its employees, one or more of the following:

1. A pension plan
2. A profit sharing plan, if such a plan is not otherwise prohibited by the Code of Ethics of the profession
3. A stock bonus plan
4. A thrift and savings plan
5. A restricted stock option plan, or
6. Health Plan
7. Other retirement or incentive compensation plans

ARTICLE XIII - AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that certain amendment of these Articles of Incorporation be made. All rights of shareholders are subject to this reservation.

IN WITNESS WHEREOF, I, the subscriber have executed these Articles of Incorporation this 6th day of December 2001.


Scott A. Becker, M.D.

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STATE OF FLORIDA

ss

COUNTY OF MIAMI-DADE

BEFORE ME, the undersigned authority, personally appeared Scott A. Becker, personally known to me to be the individual described in, and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

SWORN TO before me this 6th day of December 2001:

My commission expires:



Cortis Valdez
My Commission CC007287
Expires July 22, 2003

Cortis Valdez
Notary Public At Large

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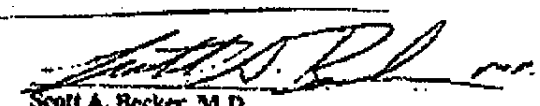
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE.
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST -- THAT Scott A. Becker, M.D., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Pembroke Pines, County of Broward, State of Florida, has named Scott A. Becker, M.D., located at 18233 Pines Boulevard, Pembroke Pines, Florida 33029.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above-stated Corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


Scott A. Becker, M.D.
(Registered Agent)

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