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EmCee Management, Inc.
7800 SW 87th Avenue
Suite C300
Miami, Florida 33173

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-02/08/02-01040-008
*****78.75 *****78.75

February 4, 2002

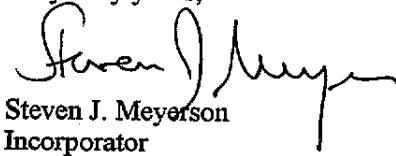
Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Dear Sir or Madam:

Enclosed please find an executed set of Articles of Incorporation and a check in the amount of \$78.75 covering the Filing Fee and Registered Agent Fee for EmCee Management, Inc.

Should you require any additional information, please feel free to contact me.

Very truly yours,


Steven J. Meyerson
Incorporator

FILED
02 FEB -8 PM 1:27
SECRETARY OF STATE
TALLAHASSEE FLORIDA

02-13-02 ✓
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**ARTICLES OF INCORPORATION
OF
EMCEE MANAGEMENT, INC.**

02 FEB -8 PM 1:27
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

I, the undersigned, hereby make, acknowledge and file these Articles of Incorporation for the purpose of forming a corporation pursuant to Section 607 of the Florida Corporation Act.

**ARTICLE I
NAME**

The name of the corporation shall be EmCee Management, Inc.

**ARTICLE II
PURPOSE**

The corporation is organized for the ^{PURPOSE OF MANAGING MEDICAL PRACTICES} transaction of any and all lawful purposes. ~~AND THE TRANSACTION OF ANY AND ALL LAWFUL PURPOSES.~~

**ARTICLE III
ADDRESS**

The principal office and mailing address of the corporation is:

7800 SW 87th Avenue, #C300
Miami, Florida 33173

**ARTICLE IV
AUTHORIZED SHARES**

The corporation shall be authorized to create 500 shares of common stock having a par value of \$1.00 per share. All shares shall be of the same class and all shareholders shall have unlimited voting rights.

**ARTICLE V
INITIAL REGISTERED AGENT**

The name of the Initial Registered Agent of the corporation is Steven J. Meyerson, MD.

The street address of the Initial Registered Agent is:

7800 SW 87th Avenue, #C300, Miami, Florida 33173

**ARTICLE VI
INITIAL BOARD OF DIRECTORS**

The corporation shall have two (2) initial directors. The number of directors may increase from time to time as determined by the Board of Directors, but shall never be less than two (2). The names and addresses of the initial directors of the corporation are as follows:

Steven J. Meyerson, MD, 7800 SW 87th Avenue, #C300, Miami, Florida
33173

A. Ruben Caride, MD, 7800 SW 87th Avenue, #C300, Miami, Florida
33173

**ARTICLE VII
INCORPORATOR**

The name and address of the person signing these Articles is Steven J. Meyerson, MD, 7800 SW 87th Avenue, #C300, Miami, Florida 33173.

**ARTICLE VIII
CORPORATE POWERS**

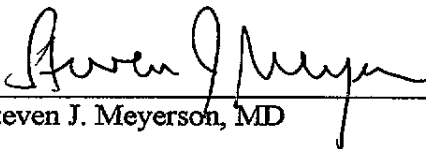
The corporation shall have all of the Corporate Powers enumerated in the Florida General Corporation Act.

**ARTICLE IX
AMENDMENT**

The corporation reserves the right to amend, rescind, or repeal any provisions contained in these Articles of Incorporation, and amendments thereof, and any rights conferred upon the shareholders herein to this reservation.

ACKNOWLEDGEMENT

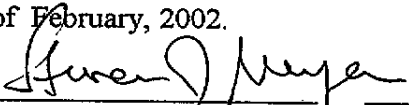
The undersigned subscriber has executed these Articles of Incorporation this 4th day of February, 2002



Steven J. Meyerson, MD

Having been named as Registered Agent to accept service of process for the above stated corporation, at a place designated in these Articles of Incorporation, I hereby agree to act in that capacity, to comply with the Provisions of Florida Statutes Section 48.091 and any amendments thereto, and to comply with the Provisions of all other Statutes related to the proper and complete performance of my duties.

I have hereunto set my hand this 4th day of February, 2002.



Steven J. Meyerson, MD, Initial Registered Agent