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ENGELBERG & MILGRIM, P.L.  
A PROFESSIONAL LIMITED LIABILITY COMPANY

ATTORNEYS AT LAW  
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3230 STIRLING ROAD

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HOLLYWOOD (954) 966-3900  
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MORRIS ENGELBERG &  
LAURIE E. MILGRIM, P. A.

MORRIS ENGELBERG  
LAURIE E. MILGRIM

PALM BEACH OFFICE  
125 WORTH AVENUE  
PALM BEACH, FLORIDA 33480  
TELEPHONE (561) 734-0440

PLEASE DIRECT ALL MAIL  
TO HOLLYWOOD OFFICE

February 5, 2002

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-02/13/02--01035--015  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Division of Corporations  
State of Florida  
409 East Gaines Street  
Tallahassee, Florida 32399

RE: Articles of Incorporation  
Hollywood ENT

Dear Sir/Madam:

We have prepared and enclose herein two (2) originals of the Articles of Incorporation of Hollywood ENT. Additionally, please find a check in the amount of Seventy-Eight Dollars and 75/100 (\$78.75) made payable to the Secretary of State representing your fee for filing said Articles of Incorporation.

Kindly file the enclosed Articles of Incorporation and return a certified copy of said Articles to our Hollywood offices.

If you have any questions with regard to the enclosed, please do not hesitate to contact our offices.

Sincerely,

  
MORRIS ENGELBERG  
For the Firm

ME:nh  
Enclosures

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02 FEB 13 PM 2:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
HOLLYWOOD ENT, INC.

The undersigned subscriber to these Articles of Incorporation, being a natural person, competent to contract pursuant to the provisions of Chapter 607, Florida Statutes, for the purpose of establishing a corporation, does hereby declare the following:

ARTICLE I - NAME

The name of this corporation is HOLLYWOOD ENT, INC.

ARTICLE II - PRINCIPAL OFFICE

The mailing address of this corporation shall be:

1150 North 35th Avenue, Suite 205  
Hollywood, Florida 33021-5422

ARTICLE III  
NATURE OF CORPORATE BUSINESS

The general nature of the business to be transacted by this corporation shall be the practice of medicine. In addition, this corporation may carry on any business and have and exercise all of the powers conferred by the laws of the State of Florida, except as such may be limited by the provisions of the Florida Professional Service Corporation Act as in effect from time to time. This corporation shall be authorized to perform every act necessary or proper for the accomplishment of the objects and purposes enumerated or for the protection and benefit of the corporation.

ARTICLE IV  
CAPITAL STOCK

This corporation is authorized to issue 2,000 shares of \$1.00 par value common stock which shall be designated as "Common Shares".

ARTICLE V  
PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI  
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1150 N. 35th Avenue, Suite 205, Hollywood, Florida 33021-5422 and the name of the initial registered agent of this corporation at that address is Myles K. Krieger, M.D.

ARTICLE VII  
INITIAL BOARD OF DIRECTORS

The Corporation shall initially have 1 Director to hold office until the first annual meeting

of stockholders and his successors shall have been duly elected and qualified, or until his earlier resignation, removal from office or death. The number of Directors may be either increased or decreased from time to time in accordance with the By-Laws of the Corporation. The name and address of the Director is:

Myles K. Krieger, M.D.  
1150 N. 35th Avenue, Suite 205  
Hollywood, Florida 33021-5422.

ARTICLE VIII  
INCORPORATOR

The name and address of the Incorporator signing these Articles is:

Myles K. Krieger, M.D.  
1150 N. 35th Avenue, Suite 205  
Hollywood, Florida 33021-5422.

ARTICLE IX  
INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE X  
AMENDMENT

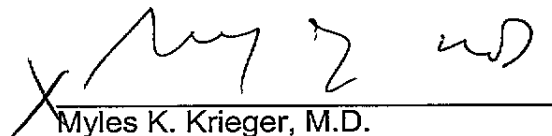
This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XI  
TERM OF EXISTANCE

This corporation shall have perpetual existence and shall have an effective date of February 5, 2002.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the date of signing.

Dated: 1-31, 2002.

  
\_\_\_\_\_  
Myles K. Krieger, M.D.

CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS,  
WITHIN FLORIDA, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED

FILED

02 FEB 13 PM 2:33

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That Hollywood ENT, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Hollywood, State of Florida, has named Myles K. Krieger, M.D., 1150 N. 35th Avenue, Suite 205, Hollywood, Florida of the City of Hollywood, State of Florida, as its agent to accept service of process within Florida.

SIGNATURE

TITLE

DATE

X Myles K. Krieger, M.D.  
1-31-02

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.

SIGNATURE

DATE

X Myles K. Krieger, M.D.  
1-31-02