



# PO2000039617

ACCOUNT NO. : 072100000032

REFERENCE : 523467 4303929

AUTHORIZATION :

*Patricia Pujols*

COST LIMIT : \$ 78.75

ORDER DATE : April 11, 2002

ORDER TIME : 10:19 AM

ORDER NO. : 523467-005

100005254501--8

CUSTOMER NO: 4303929

CUSTOMER: Ms. Stephanie C. Johnson  
Greenberg Traurig, P.a.

1221 Brickell Avenue  
21st Floor  
Miami, FL 33131-3238

DOMESTIC FILING

NAME: INTERCOASTAL PHYSICIANS GROUP,  
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP  
       ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder - EXT. 1118

EXAMINER'S INITIALS:

FILED  
2002 APR 11 PM 2:58  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

RECEIVED  
02 APR 11 PM 12:10  
DIVISION OF CORPORATION

*2/11/02*

**ARTICLES OF INCORPORATION**  
**OF**  
**INTERCOASTAL PHYSICIANS GROUP, INC.**

**FILED**

2002 APR 11 PM 2:58

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLE I**

The name of the corporation is INTERCOASTAL PHYSICIANS GROUP, INC.,  
(hereinafter called the "Corporation").

**ARTICLE II**

The address of the principal office and the mailing address of the Corporation is 540 McNab Road, Suite A, Pompano Beach, Florida 33060.

**ARTICLE III**

This Corporation shall have authority to issue One Thousand (1,000) shares of Common Stock having a par value of \$0.01 per share.

**ARTICLE IV**

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than fifty (50) percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

**ARTICLE V**

The street address of the Corporation's initial registered office is 1201 Hays Street, City of Tallahassee, County of Leon, State of Florida 32301 and the name of its initial registered agent at such office is The Corporation Service Company.

**ARTICLE VI**

The Board of Directors of the Corporation shall consist of at least one (1) director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors are two(2), and the names and address of each member of the initial Board of Directors, who will serve as the Corporation's directors until successors are duly elected and qualified are:

Orlando Armas, D.C.  
540 McNab Road  
Suite A  
Pompano Beach, FL 33060

Richard A. Manning, D.C.  
540 McNab Road  
Suite A  
Pompano Beach, FL 33060

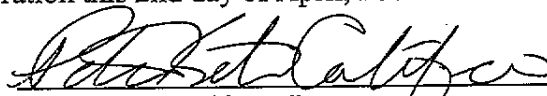
**ARTICLE VII**

The name of the Incorporator is Petra-Kate Califano and the address of the Incorporator is 1221 Brickell Avenue, 21<sup>st</sup> Floor, Miami, Florida 33131.

**ARTICLE VIII**

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

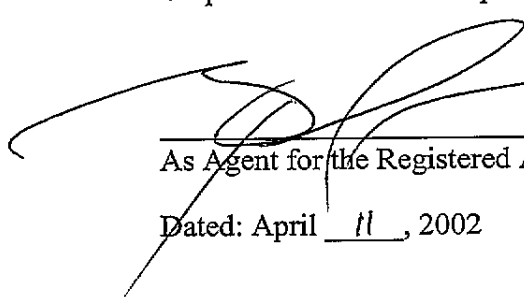
IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 2nd day of April, 2002.

  
Petra-Kate Califano, Incorporator

**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

The undersigned, having been named the Registered Agent of INTERCOASTAL PHYSICIANS GROUP, INC. hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

Corporation Service Company

  
Brian Courtney  
Asst. V. Pres.

As Agent for the Registered Agent

Dated: April 11, 2002

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TALLAHASSEE FLORIDA