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STEVEN R. BALLINGER, P.A.

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April 11, 2002

SECRETARY OF STATE
DIVISION OF CORPORATIONS
PO BOX 6327
TALLAHASSEE, FL 32314

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

Re: **Physician's Health Group, Inc.**

Dear Sir or Madam:

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-04/15/02--01104--021
*****78.75 *****78.75

Enclosed is an original and one copy of the Articles of Incorporation and a Designation and Acceptance of Registered Agent for a Florida Corporation. A check for \$78.75 is enclosed for the filing fee and a Certificate of Standing from your office.

Please return the original of such Articles, as well as the Certificate of Standing, upon filing, to our office at the above address.

Your assistance is appreciated.

Sincerely,


Steven R. Ballinger

Enclosures

SRB:vl

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DIVISION OF CORPORATIONS
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**ARTICLES OF INCORPORATION
OF**

PHYSICIAN'S HEALTH GROUP, INC.

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The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. CORPORATE NAME

The Name of the corporation shall be:

PHYSICIAN'S HEALTH GROUP, INC.

The address of the principal office of this corporation shall be 1724 E. Hallandale Beach Boulevard, Hallandale, Florida, 33009, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be
888 S. Andrews Avenue, Suite 205, Fort Lauderdale, Florida 33316,

and the name of the initial registered agent of the corporation at that address is

Steven R. Ballinger, Esq.

ARTICLE V. OFFICERS AND DIRECTORS

This Corporation shall have the following officers and directors who shall hold office for the first year of the corporation, or until successors are elected or appointed:

Norman Moskowitz, M.D. - President

Norman Moskowitz, M.D. - Secretary/Treasurer

ARTICLE VI. TERM OF EXISTENCE

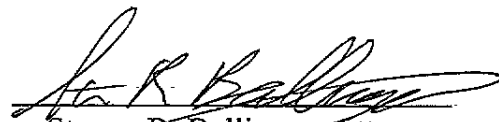
The existence of this corporation shall be perpetual.

ARTICLE VI. INCORPORATOR

The name and street address of the incorporator to these articles of incorporation:

STEVEN R. BALLINGER, P.A.
888 S. Andrews Avenue, Suite 205
Fort Lauderdale, Florida 33316

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles on April 11, 2002.


Steven R. Ballinger, Attorney

DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

Pursuant to the provisions of FS 607.0501, 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 **Physician's Health Group, Inc.**
2. The name of the registered agent is **Steven R. Ballinger.**
3. The address of the registered agent is:

**STEVEN R. BALLINGER, P.A.
888 SOUTH ANDREWS AVENUE
FORT LAUDERDALE FL 33316**

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ACCEPTANCE

Having been named as register agent and designated to accept service of process for the above corporation, 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.

Dated: April 11th, 2002.


STEVEN R. BALLINGER