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May 28, 2002

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

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 East Gaines Street (32301)
Post Office Box 6327
Tallahassee, FL 32314

Re: **BIERUT DAREN FAMILY MEDICINE WALK-IN CENTER, INC.**

Dear Sir or Madam:

Enclosed is one (1) original and one (1) copy of the Articles of Incorporation and Registered Agent forms for the above captioned corporation.

Please file the original and return a certified copy to this office using the provided self-addressed, stamped envelope. Also enclosed is a check in the amount of \$78.75 for the following:

Receiving, filing and indexing Articles of Incorporation	\$ 35.00
Certified copy of Articles of Incorporation	8.75
Registered Agent Fee	<u>35.00</u>
TOTAL	\$78.75

FILED
2002 MAY 29 AM 8:35
SECRETARY OF STATE
TALLAHASSEE FLORIDA

5/30/02

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Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

If you have any questions, please do not hesitate to contact me.

Sincerely,

KENNEDY & ASSOCIATES, P.L.



P. Todd Kennedy

PTK/tas
Enclosures

**ARTICLES OF INCORPORATION
OF
BIERUT DAREN FAMILY MEDICINE WALK-IN CENTER, INC.**

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2002 MAY 29 AM 8:35
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, Florida Statutes §607.0101, et seq., hereby adopts the following Articles of Incorporation:

ARTICLE ONE

- 1.01 The name of this corporation is **BIERUT DAREN FAMILY MEDICINE WALK-IN CENTER, INC.**

ARTICLE TWO

- 2.01 The corporation is to have perpetual existence.

ARTICLE THREE

3.01 The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act. The corporation shall have all powers permitted to a corporation under the Florida Business Corporation Act as enumerated in Florida Statute §607.0302 and §607.0303.

ARTICLE FOUR

4.01 The aggregate number of shares which the corporation shall have the authority to issue is 1,000,000 all of which shall be common shares with a par value of \$1.00 per share.

ARTICLE FIVE

5.01 The street address of the initial registered office of the corporation is 4941 NW 65th Avenue, Lauderhill, FL 33319 and the name of the initial Registered Agent at that address is Robert Daren.

ARTICLE SIX

6.01 The name and address of the incorporator of this corporation is:

Name

Address

Robert Daren

4941 NW 65th Avenue
Lauderhill, FL 33319

ARTICLE SEVEN

7.0 Two (2) directors shall constitute the initial Board of Directors of the corporation, but the Bylaws may provide for such increase or decrease in number thereof as is authorized by law.

7.02 The names and addresses of the members of the first Board of Directors are:

Name

Address

Robert Daren

4941 NW 65th Avenue
Lauderhill, FL 33319

Patricia Bierut-Daren

4941 NW 65th Avenue
Lauderhill, FL 33319

ARTICLE EIGHT


8.01 Nothing in these Articles of Incorporation shall be taken to limit the power of this corporation.

ARTICLE NINE

9.01 The effective date of this corporation shall be the date these Articles of Incorporation are filed with the Florida Secretary of State.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation this 28th day of MAY, 2002.

By:


Robert Daren, Incorporator

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

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

First, that BIERUT DAREN FAMILY MEDICINE WALK-IN CENTER, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 4941 NW 65th Avenue, Lauderhill, FL 33319.

Second, named Robert Daren, located at 4941 NW 65th Avenue, Lauderhill, FL 33319, as its Agent to accept service of process within Florida.


Robert Daren, Incorporator

Date: 5/28/02

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 provisions of all Statutes relative to the proper and complete performance of my duties.


Robert Daren, Registered Agent

Date: 5/28/02

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TALLAHASSEE FLORIDA