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Reed and Company
CERTIFIED PUBLIC ACCOUNTANTS

2424 N. FEDERAL HIGHWAY • SUITE 200 • BOCA RATON, FLORIDA 33431
MAILING ADDRESS: P.O. BOX 273269 • BOCA RATON, FL 33427-3269
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

S. HOWARD REED, C.P.A.
RANDALL H. REED, C.P.A.

June 12, 2002

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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*****70.00 *****70.00

RE: WOMEN'S CARE ASSOCIATES, INC.

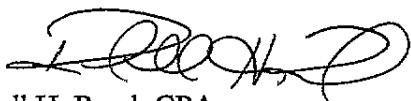
Dear Sir or Madam:

Enclosed you will find an original and one copy of the Articles of Incorporation for WOMEN'S CARE ASSOCIATES, INC., along with a check in the amount of \$70.00 to cover the fees.

Please return the recorded documents to the following address:

Reed and Company, Chartered
P.O. Box 273269
Boca Raton, FL 33427-3269
Attn: Randall H. Reed, CPA

Yours very truly,



Randall H. Reed, CPA

RHR:bep

Enc.

ARTICLES OF INCORPORATION
OF
WOMEN'S CARE ASSOCIATES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this Corporation is: Women's Care Associates, Inc.

ARTICLE II

This Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under Chapter 607 of the Florida Statutes.

ARTICLE III

This Corporation is authorized to issue 7,500 shares of common stock, with a par value of one dollar.

ARTICLE IV

The amount of capital with which this Corporation will begin business shall not be less than \$500.00

ARTICLE V

This Corporation shall have a perpetual existence.

ARTICLE VI

The address of the principal place of business or principal office of this Corporation is: 494 North Washington Avenue, Titusville, Florida 32796

ARTICLE VII

This Corporation shall have one director, initially, and the number of directors may be increased or diminished from time to time as provided in the By-Laws but shall never be less than one. The name and address of the initial director of this Corporation is: Hae Soo Lim, M.D., 494 North Washington Avenue, Titusville, Florida 32796

ARTICLE VIII

This Corporation shall and does hereby indemnify and hold harmless every director and every officer, or every former director and every former officer, their heirs, executors, and administrators to the full extent permitted by law.

ARTICLE IX

No contract or other transaction between this Corporation and any other corporation in the absence of fraud, shall be effected or invalidated by the fact that any one or more of the directors of this Corporation is or are interested in, or is a director or officer or are the directors or

officers of such other corporation and any director or directors, individually or jointly may be a party or parties to, or may be interested in any such contract or transaction of this Corporation or in which any person or persons, firm or corporation in the absence of fraud, shall be effected or invalidated by the fact that any director or directors of this Corporation is a party or are parties to be interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation, and each and every person who may become a director of this Corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this Corporation in which he may be anywise interested. Any director of this Corporation may vote upon any contract or other transaction between this Corporation and any firm, association or corporation in which he may be anywise interested.

ARTICLE X

The name and address of the incorporator of this Corporation is:
Randall H. Reed, CPA, 2424 N. Federal Highway, Suite 200, Boca Raton,
Florida 33431.

ARTICLE XI

The name and address of the registered agent of this Corporation is:
Randall H. Reed, 2424 N. Federal Highway, Suite 200, Boca Raton, Florida
33431.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles
of Incorporation this 12th day of June, 2002.

Incorporator



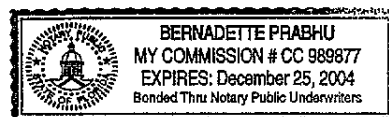
STATE OF FLORIDA) S.S.
COUNTY OF PALM BEACH)

Before me, a notary public authorized to take acknowledgements in the State and County set above, personally appeared Randall H. Reed, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 12th day of June, 2002.


Notary Public
State of Florida at Large

My Commission expires:



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT

OF

REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent contained in the foregoing Articles of Incorporation. The address of the Registered Agent is: 2424 N. Federal Highway, Suite 200, Boca Raton, FL 33431.



Randall H. Reed