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(Requestor's Name)

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PICK-UP WAIT MAIL

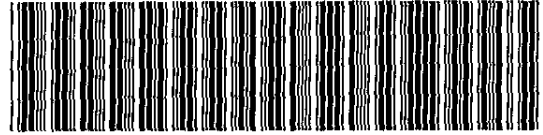
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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2003 FEB 10 AM 10:08

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1/2/11/03

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STATE
ALTA FIDELITY FLORIDA

Address

City/State/Zip

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. South Beach Medical Management
(Corporation Name) (Document #)

2. Dir
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

- Walk in
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- Pick up time
- Will wait
- Photocopy
- Certified Copy
- Certificate of Status

NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

Examiner's Initials

ARTICLES OF INCORPORATION

FILED

OF

2003 FEB 10 AM 10:08

SOUTH BEACH MEDICAL MANAGEMENT, INC.

STATE OF FLORIDA

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I
NAME AND PRINCIPAL OFFICE

The name of this corporation shall be SOUTH BEACH MEDICAL MANAGEMENT, INC. and the principal place of business and mailing address of this corporation shall be 1370 Washington Ave, Suite 309, Miami Beach, Florida 33139. The corporation has the privilege of having branch offices within or without the State of Florida.

ARTICLE II
DURATION

This corporation shall commence its existence as of the filing of these Articles and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE III
PURPOSE

This corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE IV
CAPITALIZATION

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value</u> <u>Per Share</u>	<u>Class of</u> <u>Stock</u>
1000	-0-	Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation.

Upon the sale for cash of any new stock of the same kind, class or series as that which he already holds, every shareholder of this corporation shall have the pre-emptive right to purchase his pro rata share thereof at the price which it is offered to others, whether or not in excess of par. Fractional shares need not be issued on account of this provision.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation shall be at 200 South Biscayne Boulevard, Suite 2710, Miami, Florida 33131, and the initial registered agent at that address shall be Mark Bisbing.

ARTICLE VI
INCORPORATOR

The name and address of the Incorporator is Mark Bisbing, 200 South Biscayne Blvd., Suite 2710, Miami, Florida 33131.

ARTICLE VII
DIRECTOR CONFLICT OF INTEREST

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that such director or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if such director were not such a director or officer of such other corporation, or not so interested.


ARTICLE VIII
NO SHAREHOLDER LIABILITY

The private property of the shareholders shall not be subject to payment of the corporate debts in any extent.

ARTICLE IX
INDEMNIFICATION

This corporation may indemnify its officers, directors and employees to the fullest extent permitted by law, either now or hereafter in effect.

IN WITNESS WHEREOF, I, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 7 day of February 2003.



Mark Bisbing, 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 the laws of the State of Florida, the following is submitted:

SOUTH BEACH MEDICAL MANAGEMENT, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 1370 Washington Avenue, Suite 309, Miami Beach, Florida 33139, has named Mark Bisbing, 200 South Biscayne Boulevard, Suite 2710, Miami, Miami-Dade County, Florida 33131, as its statutory Resident Agent to accept service of process within Florida.

ACKNOWLEDGMENT

Having been named the statutory Resident Agent to accept service of process for the above corporation, at the place designated in this certificate, I hereby acknowledge that I am familiar with the obligations imposed upon a Registered Agent by Section 607.0505 of the Florida Statutes and I agree to accept the same and to act as Registered Agent, and to comply with the provisions of Florida law relative to keeping the registered office open.



Mark Bisbing
February 7, 2003

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2003 FEB 10 AM 10:08
TALLAHASSEE, FLORIDA