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06-27-03

CORPDIRECT AGENTS, INC. (formerly CCRS)
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: Kevin R. Roberts

DATE: June 27, 2003

REF. #: 0333.17362

CORP. NAME: RMG IVF/SURGERY CENTRE, INC.



- | | | |
|--|---|--|
| ☒ (XX) ARTICLES OF INCORPORATION | ☐ () ARTICLES OF AMENDMENT | ☐ () ARTICLES OF DISSOLUTION |
| ☐ () ANNUAL REPORT | ☐ () TRADEMARK/SERVICE MARK | ☐ () FICTITIOUS NAME |
| ☐ () FOREIGN QUALIFICATION | ☐ () LIMITED PARTNERSHIP | ☐ () LIMITED LIABILITY |
| ☐ () REINSTATEMENT | ☐ () MERGER | ☐ () WITHDRAWAL |
| ☐ () CERTIFICATE OF CANCELLATION | | |
| ☒ () OTHER: | | |

STATE FEES PREPAID WITH CHECK# 505605 FOR \$ 78.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ COST LIMIT: \$ _____

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| ☒ (xx) CERTIFIED COPY | ☐ () CERTIFICATE OF GOOD STANDING | ☐ () PLAIN STAMPED COPY |
| ☐ () CERTIFICATE OF STATUS | | |

Examiner's Initials

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

RMG IVF/SURGERY CENTRE, INC.

The undersigned incorporator hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

Article I - Name

The name of this Corporation shall be:

RMG IVF/SURGERY CENTRE, INC.

Article II - Principal Office

The principal office and mailing address for this Corporation shall be:

Suite 305
2919 Swann Avenue
Tampa, FL 33609

Article III - Duration

This corporation shall have perpetual existence.

Article IV - Purpose

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Business Corporation Act of the State of Florida, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act.

Article V - Capital Stock

This Corporation is authorized to issue one hundred thousand (100,000) shares of penny (\$0.01) par value.

Article VI - Initial Registered Office and Agent

The initial registered office of this corporation shall be located at 2919 Swann Avenue, Suite 305, Tampa, FL 33609, and the name of the initial registered agent of this corporation at such office shall be Barry S. Verkauf, M.D.. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

Article VII - Directors

The number of Directors of this Corporation shall be not less than one nor more than seven. The names and post office addresses of the members of the first Board of Directors of this Corporation who shall hold office for the first year of this existence of this Corporation or until their successors are elected and qualified, unless otherwise provided by the By-Laws are:

<u>Name</u>	<u>Address</u>
Barry S. Verkauf, M.D.	Suite 305 2919 Swann Avenue Tampa, FL 33609
Marc A. Bernhisel, M.D.	Suite 305 2919 Swann Avenue Tampa, FL 33609
Samuel Tarantino, M.D.	Suite 305 2919 Swann Avenue Tampa, FL 33609
Sandra B. Goodman, M.D.	Suite 305 2919 Swann Avenue Tampa, FL 33609
Timothy R. Yeko, M.D.	Suite 305 2919 Swann Avenue Tampa, FL 33609

Article VIII - Incorporator

The name and street address of the incorporator making these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Barry S. Verkauf, M.D.	Suite 305 2919 Swann Avenue Tampa, FL 33609

Article IX - By-Laws

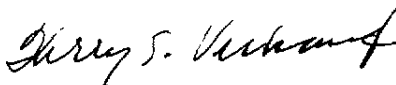
(a) The power to adopt the by-laws of this corporation, to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation; provided, however, that any by-law or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new by-law in lieu thereof may be adopted by the stockholders, and the stockholders may prescribe in any by-law made by them that such by-law shall not be altered, amended or repealed by the Board of Directors.

(b) The by-laws of this corporation shall be for the government of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or the United States.

Article X - Amendment of Article of Incorporation

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation for the uses and purposes therein stated this 26th day of June, 2003.



BARRY S. VERKAUF, M.D.

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, Barry S. Verkauf, M.D., having been named to accept service of process for the above-stated corporation, at the place designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

By: Barry S. Verkauf
Barry S. Verkauf, M.D.
As Registered Agent