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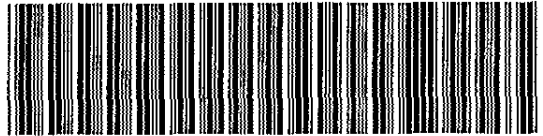
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CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 256425 83487A

AUTHORIZATION : *Patricia Pigato*

COST LIMIT : \$ 70.00

ORDER DATE : September 25, 2003

ORDER TIME : 12:38 PM

ORDER NO. : 256425-005

CUSTOMER NO: 83487A

CUSTOMER: Nelson C. Keshen, Esq  
Nelson C. Keshen, P.a.

Suite 1511  
9130 South Dadeland Boulevard  
Miami, FL 33156

DOMESTIC FILING

NAME: JEREMY S. WEINBERGER, M.D.,  
P.A.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP  
       ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward - EXT. 1135

EXAMINER'S INITIALS: \_\_\_\_\_

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TALLAHASSEE, FLORIDA  
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**ARTICLES OF INCORPORATION**  
**OF**  
**JEREMY S. WEINBERGER, M.D., P.A.**

The undersigned, being over the age of eighteen (18) years and competent to contract, hereby present these Articles for the formation of a corporation under the laws of the State of Florida, by and under the provisions of the statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a professional service corporation under the laws of the State of Florida.

**ARTICLE I**

**CORPORATE NAME**

The name of the corporation is: **JEREMY S. WEINBERGER, M.D., P.A.**

**ARTICLE II**

**PURPOSES & POWERS**

The general nature of the business or business to be transacted by this Corporation is to engage in the practice of medicine and surgery under the Laws of the State of Florida through individuals authorized by law to render such services and to possess and exercise all the powers and privileges granted by the laws of the State of Florida and by these Articles of Incorporation together with any powers incidental thereto, so far as such powers and privileges are necessary or convenient to the conduct, promotion, or attainment of the business or purposes of the corporation, including, without limitation:

1. To invest its funds in real estate, mortgages, stocks, bonds, or any other type of investments.
2. To own real or personal property necessary for the rendering of professional services.
3. To acquire all or any part of the good will, rights, franchises, property, and business of any person, firm, association, or corporation engaged in a similar business, subject to any limitations which may be imposed upon professional service corporations by Florida Statutes, Chapter 621, and as may be amend; and to pay for it in cash or in stock or obligations of the Corporation or otherwise.
4. To enter into and perform all manner and kinds of contracts, agreements, and obligations for any lawful purpose by or with any person, firm, association, corporation, or governmental division or subdivision, subject to any limitations which may be imposed upon professional service corporations by Florida Statutes, Chapter 621, and as may be amend.
5. To form, organize, promote, manage, control, and maintain, and to dissolve, merge, or consolidate one or more corporations, in the stock or other securities of which this corporation may be or become interested, for such purpose or purposes as may aid or advance the objects and purposes of this Corporation.

6. To enter into partnership agreements and joint ventures with any person, firm, association, or corporation engaged in carrying on any business in which the Corporation is authorized to engage, or in connection with carrying out all or any of the purposes of this Corporation.
7. To endorse or guarantee the payment of principal of, or interest on, bonds, notes, or other evidences of indebtedness or obligations, and to guarantee the performance of any other contracts or other undertakings in which the Corporation may otherwise be or become interested insofar as may be permitted by law.
8. To undertake, contract for, or carry on any business incidental to or in aid of, or convenient or advantageous in pursuance of, any of the objects or purposes of the Corporation.

### ARTICLE III

#### AUTHORIZED SHARES AND QUALIFIED STOCKHOLDERS

1. The total number of shares of stock which the corporation shall have authority to issue is 1,000 shares of common stock of no par value. Each stockholder of the corporation shall be entitled to one (1) vote for each fully paid, non-assessable share owned by him, and there shall be no cumulative voting.
2. None of the shares of the corporation may be issued to any one other than to an individual duly licensed to practice or legally authorized to render the same specific professional services as those for which this corporation was incorporated. No stockholder of the corporation shall enter into a Voting Trust Agreement or any other type of agreement vesting another person with the authority to exercise the voting power of any or all of his stock.
3. No stockholder of the corporation may sell or transfer his stock in the corporation except to another individual who is eligible to be a stockholder of the corporation; and such sale or transfer may be made only after the same shall have been approved, at a stockholders meeting specifically called for such purpose, by not less than a majority of the outstanding stock at such meeting, exclusive of the stock proposed to be sold. The shares of stock held by the stockholder proposing to sell or transfer his shares shall not be voted for purposes of approving or disapproving such sale or transfer.
4. If any officer, stockholder, agent or employee of the corporation who has been rendering professional medical and surgical services becomes legally disqualified to render such services within the State of Florida, he shall sever his employment with and his financial and stock ownership interest in the corporation.

### ARTICLE IV

#### CORPORATE EXISTENCE

The Corporation is to have perpetual existence.

ARTICLE V

POST OFFICE ADDRESS

The principal office or place of business of the Corporation shall be 8780 SW 92 Street, Suite 200, Miami, Florida 33176, or such other place as may be designated by the Board of Directors.

ARTICLE VI

REGISTERED AGENT AND REGISTERED OFFICE

The registered agent for the corporation and the registered office for the Corporation are as follows:

JEREMY S. WEINBERGER, M.D.  
8780 SW 92 Street, Suite 200  
Miami, Florida 33176

ARTICLE VII

NUMBER OF DIRECTORS

The number of directors of the Corporation shall be no less than one (1) nor more than five (5) as shall be from time to time determined by the Board of Directors. The initial Board of Directors shall consist of one (1) Director.

ARTICLE VIII

NAME AND ADDRESS OF DIRECTOR

The initial Director of the Corporation is:

JEREMY S. WEINBERGER, M.D.  
8780 SW 92 Street, Suite 200  
Miami, Florida 33176

ARTICLE IX

NAME AND ADDRESS OF SUBSCRIBER

The name and address of the subscriber of these Articles of Incorporation is:

JEREMY S. WEINBERGER, M.D.  
8780 SW 92 Street, Suite 200  
Miami, Florida 33176

ARTICLE X

BY-LAWS

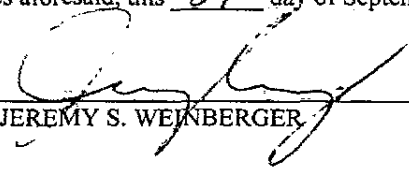
The initial By-Laws of the Corporation shall be adopted by the Board of Directors. The power to alter, amend or repeal By-Laws shall be vested in the Board of Directors, subject to repeal or change by the stockholders.

ARTICLE XI

INDEMNIFICATION

The Corporation shall have the power to indemnify directors, officers, employees, and agents of the Corporation pursuant to the provisions of Chapter 607.0850, Florida Statutes, as the same may be from time amended.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Miami, Miami-Dade County, Florida for the uses and purposes aforesaid, this 24 day of September, 2003.

  
JEREMY S. WEINBERGER

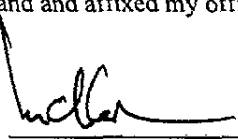
STATE OF FLORIDA                     )

SS:

COUNTY OF MIAMI-DADE            )

BEFORE ME, the undersigned authority, personally appeared JEREMY S. WEINBERGER to me well known to be the person described in and who subscribed to the above and foregoing Articles of Incorporation; and he freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State last aforesaid, this 24 day of September, 2003.

  
NOTARY PUBLIC-STATE OF FLORIDA



Nelson C Keaton  
My Commission CC000022  
Expires October 15, 2004

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE

FOR SERVICE OF PROCESS WITHIN THIS STATE

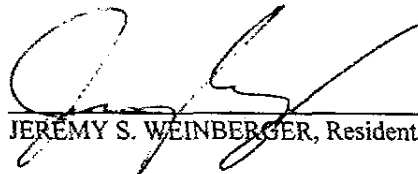
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 607.0501, Florida Statutes, the following is submitted in compliance with said Act:

FIRST: That JEREMY S. WEINBERGER, M.D., P.A. desires to organize as a Corporation under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, in the County of Miami-Dade, State of Florida, and has named JEREMY S. WEINBERGER, M.D. as its agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping said office.



JEREMY S. WEINBERGER, Resident Agent

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