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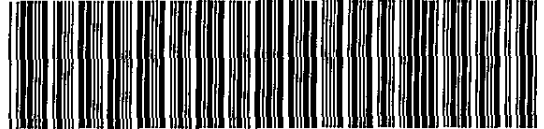
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TALLAHASSEE FLORIDA

**Sonnenschein**  
SONNENSCHN NATH & ROSENTHAL LLP

Rita M. Burdo  
561-833-2410  
rburdo@sonnenschein.com

October 29, 2003

**FEDERAL EXPRESS**

Division of Corporations  
Florida Secretary of State  
409 East Gaines Street  
Tallahassee, FL 32399

Re: MSPB Special Account, Inc.

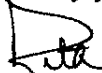
Dear Sir or Madam:

In connection with the formation of the above-referenced Florida corporation, enclosed please find:

1. Articles of Incorporation (*original and one copy*);
2. Our firm's check in the amount of \$70, representing the appropriate filing fees; and
3. A self-addressed stamped envelope in which to return a date-stamped copy of the filed instrument.

Thank you for your assistance in this matter. If you have any questions or comments, please do not hesitate to call.

Very truly yours,



Rita M. Burdo, Legal Assistant  
MITCHELL D. SCHEPPS

enclosures

cc: Mr. Philip Piasecki (w/enc.)

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West Palm Beach

**ARTICLES OF INCORPORATION  
OF  
MSPB SEPARATE ACCOUNT, INC.,  
a Florida corporation**

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In compliance with Chapter 607, Florida Statutes, the undersigned Incorporator hereby adopts the following Articles of Incorporation.

**ARTICLE I - NAME**

The name of this corporation shall be MSPB SEPARATE ACCOUNT, INC. (the "Corporation").

**ARTICLE II - PRINCIPAL OFFICE**

The principal place of business and mailing address of the Corporation shall be 5700 Lake Worth Road, Suite 204, Lake Worth, Florida 33463.

**ARTICLE III - PURPOSE**

This Corporation is being incorporated for the purpose of transacting any and all business for which corporations may be incorporated under Chapter 607 of the Florida Statutes, as amended.

**ARTICLE IV - SHARES**

The number of shares of stock that the Corporation is authorized to have outstanding at any one time is 100 shares of common stock, par value \$0.01 per share.

**ARTICLE V - INITIAL OFFICERS AND DIRECTORS**

OFFICERS

<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE</u>
P. William Ludwig, M.D.	5401 South Congress Avenue, Ste. 204 Atlantis, FL 33462	President
Stephen Krasner, M.D.	5401 South Congress Avenue, Ste. 102 Atlantis, FL 33462	Vice President
Robert Levin, M.D.	1640 South Congress Avenue, Ste. 103 Palm Springs, FL 33461	Secretary
Earl Lysaker, M.D.	5503 South Congress Avenue, Ste. 205 Atlantis, FL 33462	Treasurer

DIRECTORS

<u>NAME</u>	<u>ADDRESS</u>
P. William Ludwig, M.D.	5401 South Congress Avenue, Ste. 204 Atlantis, FL 33462
Stephen Krasner, M.D.	5401 South Congress Avenue, Ste. 102 Atlantis, FL 33462
Robert Levin, M.D.	1640 South Congress Avenue, Ste. 103 Palm Springs, FL 33461
Earl Lysaker, M.D.	5503 South Congress Avenue, Ste. 205 Atlantis, FL 33462
Gregory Aslanian, M.D.	8188 Jog Road, Ste. 204 Boynton Beach, FL 33437
William Simons, M.D.	3175 South Congress Avenue Lake Worth, FL 33461
Peter Cowen, M.D.	5401 South Congress Avenue, Ste. 201 Atlantis, FL 33462
Baskaran Joshua, M.D.	3918 Via Poinciana, Ste. 1 Lake Worth, FL 33467
Thomas Rosenfield, M.D.	5401 South Congress Avenue, Ste. 211 Atlantis, FL 33462

**ARTICLE VI - REGISTERED AGENT/ADDRESS**

The name and Florida street address of the Registered Agent of the Corporation are PHILIP PLASECKI, 5700 Lake Worth Road, Suite 204, Lake Worth, Florida 33463.

**ARTICLE VII - INCORPORATOR**

The name and address of the Incorporator of these Articles of Incorporation are MITCHELL D. SCHEPPS, 777 South Flagler Drive, Suite 1102W, West Palm Beach, Florida 33401.

The undersigned Incorporator executed these Articles of Incorporation on October 29, 2003.

  
\_\_\_\_\_  
MITCHELL D. SCHEPPS, Incorporator

**CERTIFICATE OF DESIGNATION REGISTERED AGENT/OFFICE**

**CORPORATION:**

MSPB SEPARATE ACCOUNT, INC.

**REGISTERED AGENT/OFFICE:**

PHILIP PIASECKI  
5700 Lake Worth Road, Ste. 204  
Lake Worth, FL 33463

Having been named as Registered Agent to accept service of process for the above-named Corporation at the place designated in this Certificate, I am familiar and accept the appointment as Registered Agent and agree to act in this capacity.

**DATED:** October 29, 2003.

PHILIP PIASECKI, Registered Agent

By: Mitchell D. Schepps  
Mitchell D. Schepps, Esq.  
Authorized Representative

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