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SECRETARY OF STATE
FALLS SEEN 12/21/03

Law Offices of

WOLFMAN & WOLFMAN P.A.

A PROFESSIONAL ASSOCIATION

STANLEY WOLFMAN
DAVID J. WOLFMAN

Phone: (321) 259-4293
Fax: (321) 259-6984

December 16, 2003

Secretary of State
Divisions of Corporations
409 E. Gaines St.
Tallahassee, Florida 32399

Re: Independent Lung Associates, P.A.

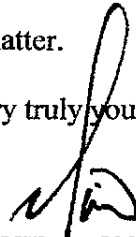
Dear Sir or Madam:

Please find enclosed an original and one copy of the Articles of Incorporation for the above referenced corporation, together with our check in the amount of \$122.50.

A self-addressed stamped envelope has been provided for your convenience for the return of the recorded Articles.

Thank you for your cooperation in this matter.

Very truly yours,



DAVID J. WOLFMAN

DJW/ct
Enclosure

ARTICLES OF INCORPORATION

OF

INDEPENDENT LUNG ASSOCIATES, P.A.

FILED

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract and legally authorized to practice the profession of medicine in the State of Florida, hereby proceeds to form a professional corporation in accordance with the Florida Professional Service Corporation Act, and hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I – NAME

The name of this corporation is INDEPENDENT LUNG ASSOCIATES, P.A.

ARTICLE II – PURPOSE AND NATURE OF BUSINESS

The purpose of the Corporation and the nature of its business are as follows:

1. To engage in the practice of medicine as a professional service corporation and to provide services incident thereto.
2. To own property, enter into contracts and carry on any activity necessary or incidental to the accomplishment or furtherance of the purpose of this Corporation.
3. The services of this Corporation which consist of the practice of medicine shall be carried out only through officers, employees and agents who are active members of the medical profession in good standing and licensed in Florida to render the service of medicine.
4. To do everything necessary, proper or convenient for the accomplishment of any of the purposes herein set forth, and to do every other act incidental thereto which is not forbidden by the laws of the State of Florida or by the provisions of these Articles of Incorporation.

ARTICLE III – CAPITAL STOCK

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is 100 shares having a par value of \$1.00 per share. Such shares shall be of a single class of common stock. None of the shares of the Corporation may be issued to anyone other than an individual who is duly licensed to practice medicine in the State of Florida.

ARTICLE IV – DURATION

This corporation shall have perpetual existence.

ARTICLE V – ADDRESS AND AGENT

The street address of the initial principal office of this Corporation is 12920 U.S. Highway 1, Sebastian, Fl 32958, and the name of the initial registered agent of this corporation is DAVID J. WOLFMAN. The Board of Directors may from time to time move the office to any other address in the State of Florida and change the registered agent.

ARTICLE VI – DIRECTORS

The Corporation shall be managed by a Board of Directors of at least one (1) Director. No person shall serve as a Director of the Corporation unless the person is duly licensed to practice medicine. The Directors shall be elected by the shareholders of the Corporation. The name and street address of each person who is to serve as a member of the initial Board of Directors is as follows:

ZAKI ELMAGHRABY, M.D.	12920 U.S. Highway 1 Sebastian, Fl 32958
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ARTICLE VII – SUBSCRIBERS

The names and addresses of the subscribers, who are the incorporators of this Corporation, each of whom is duly licensed in the State of Florida to practice medicine, are as follows:

ZAKI ELMAGHRABY, M.D. 12920 U.S. Highway 1
Sebastian, Fl 32958

ARTICLE VIII – RESTRAINT ON ALIENATION

No shareholder may sell or transfer his shares in the Corporation except to another individual who is eligible to be a shareholder of the Corporation under Florida law.

ARTICLE IX – DISQUALIFICATION

If any officer, shareholder, agent or employee of the Corporation who has been rendering professional service to the public for the Corporation becomes legally disqualified to render such professional services within Florida or accepts employment that places restrictions or limitations upon his or her continued rendering of such professional services, then the Corporation shall require him or her to comply with the Florida Professional Service Corporation Act by severing all employment with and financial interests in the corporation.

ARTICLE X – AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

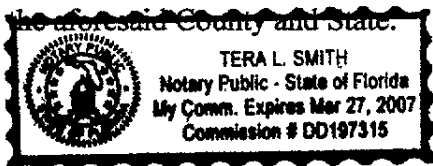
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this the 17th day of December 2003.


ZAKI ELMAGHRABY, M.D.

STATE OF FLORIDA
COUNTY OF BREVARD

BEFORE ME, personally appeared ZAKI ELMAGHRABY, M.D., to me well known and known to me to be the person described in and who executed the foregoing, and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal, this the 17th day of Dec, A.D., 2003, in



Tera L. Smith
NOTARY PUBLIC

My Commission Expires:

ACKNOWLEDGMENT OF REGISTERED AGENT

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

By: [Signature]
DAVID J. WOLFMAN

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SECRETARY OF STATE
TALLAHASSEE FLORIDA