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To:

Division of Corporations

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From:

Account Name : C T CORPORATION SYSTEM

Account Number : FCA000000023 Phone : (850)222-1092 Fax Number : (850)222-9428 SECRETARY OF STATE

FLORIDA PROFIT CORPORATION OR P.A.

All Women's Healthcare of Pembroke Pines, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$70.00

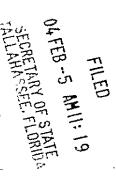
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ARTICLES OF INCORPORATION OF ALL WOMEN'S HEALTHCARE OF PEMBROKE PINES, INC.



ARTICLE I - NAME

The name of this corporation is ALL WOMEN'S HEALTHCARE OF PEMBROKE PINES, INC. (the "Corporation").

ARTICLE II - TERM

The corporate existence of the Corporation shall be perpetual, unless and until terminated pursuant to Florida law.

ARTICLE III - PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business for corporations organized under The Florida Business Corporation Act of the State of Florida.

ARTICLE IV - PRINCIPAL OFFICE ADDRESS

The mailing and street address of the principal office of this Corporation, unless and until relocated, is 1613 North Harrison Parkway, Suite 200, Sunrise, Florida 33323.

ARTICLE V - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have the authority to issue is 1,000 shares of Common Stock, par value \$.01 per share.

ARTICLE VI - REGISTERED AGENT AND REGISTERED OFFICE

The mailing and street address of the initial registered office of this Corporation is 1200 South Pine Island Road, Plantation, Florida 33324; and the name of the initial registered agent of this Corporation at that address is CT Corporation System.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The Corporation shall have two (2) initial directors. The number of directors may be either increased or decreased from time to time as provided in the Corporation's Bylaws, but shall never be less than one (1). The names and addresses of the initial directors of this Corporation are:

Jay A. Martus 1613 North Harrison Parkway, Suite 200 Sunrise, FL 33323

Mark Penkhus 1613 North Harrison Parkway, Suite 200 Sunrise, FL 33323

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Jillian B. Marcus, Esq. 1613 North Harrison Parkway, Suite 200 Sunrise, FL 33323

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 4th day of February, 2004.

Mian E. Marcus, Esq., Incorporator

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CERTIFICATE DESIGNATING THE ADDRESS AND AN AGENT UPON WHOM PROCESS MAY BE SERVED

WITNESSETH:

That ALL WOMEN'S HEALTHCARE OF PEMBROKE PINES, INC. (the "Corporation"), desiring to organize under the laws of the State of Florida, has named CT CORPORATION SYSTEM as its agent to accept service of process within this state.

CT Corporation System 1200 South Pine Island Road Plantation, Florida 33324

ACKNOWLEDGMENT:

Having been named to accept service of process for the Corporation, at the place designated in this Certificate, CT Corporation System hereby agrees to act in this capacity, and further, agrees to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and accepts the duties and obligations of Section 607.0505, Florida Statutes.

Dated this 5th day of February, 2004.

CT CORPORATION SYSTEM

PETER F. SOUZA

ASSISTANT SECRETARY

PETER F. SOUZA

ASSISTANT SECRETARY