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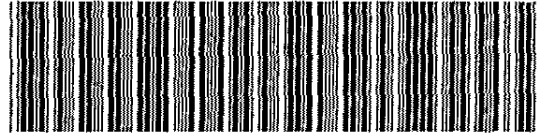
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WASSERMAN, P.A.

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CORPORATE CENTRE AT BOCA RATON

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3864 SHERIDAN STREET
HOLLYWOOD, FLORIDA 33021

May 20, 2004

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: JBS, P.A.

Gentlemen:

In connection with the referenced entity, enclosed please find new Articles of Incorporation and Registered Agent Certificate, together with our check in the sum of \$70.00 representing the filing fee.

Please stamp the enclosed copy and return with your receipt.

Thank you for your cooperation. Should you have any questions, please call.

Very truly yours,



Rosemary Jacolucci
Legal Assistant

:rj
Enclosure



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

May 24, 2004

SHAPIRO & BLASI WASSERMAN, P.A.
CORPORATE CENTRE AT BOCA RATON
7777 GLADES ROAD, SUITE 110
BOCA RATON, FL 33434

SUBJECT: JBS, P.A.
Ref. Number: W04000020038

We have received your document for JBS, P.A. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6067.

Neysa Culligan
Document Specialist
New Filings Section

Letter Number: 604A00036304

**ARTICLES OF INCORPORATION
OF
JBS MEDICAL, P.A.**

The undersigned, for the purposes of forming a Professional Service Corporation under the laws of the State of Florida pursuant to the provisions of Chapters 607 and 621 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

Article I - Name

The name of the Corporation is **JBS MEDICAL, P.A.**

Article II - Nature of Business

The general nature of the business to be transaction by this corporation is: To engage in every phase and aspect of the business of rendering to the public the same professional services that a medical doctor duly licensed under the laws of the State of Florida is authorized to render, but such professional services shall be rendered only through the corporation's officers, employees and agents who are duly licensed or otherwise legally authorized under the laws of the State of Florida to practice medicine in such state.

To invest its funds in real estate, mortgages, stocks, bonds or any other type of investments and to own real and personal property necessary for the rendering of the above-described professional services.

To do all and everything necessary and proper for the accomplishment of any of the objects or purposes enumerated in these Articles of Incorporation and any amendment thereto, or in the furtherance thereof or necessary or incidental to the protection and benefit of the corporation, and in general either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or the attainment of the objectives or the furtherance of such purposes or objectives for which this corporation is formed, and to have all of the powers conferred upon this corporation by the laws of the State of Florida or any other state or country and not prohibited by the Florida Professional Service Corporation Act; provided, however, that this corporation shall not engage in any business other than the rendering of the professional services described above for which it was organized.

The objects and purposes specified in the foregoing clauses of this Article, unless expressly limited, shall not be limited or restricted by reference to, or inference from, any provision in this or any other Article of these Articles of Incorporation; shall be regarded as independent objects and purposes; and shall be construed as powers as well as objects and purposes, all as permitted by law.

Article III - Capital Stock

The maximum number of shares of stock which this Corporation is authorized to have outstanding at any one time is 1,000 shares of common stock, \$1.00 par value. None of the shares of capital stock of this corporation may be issued to anyone other than an individual duly licenses or otherwise legally authorized to practice medicine in the State of Florida. The stock of

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the corporation shall be issued for such consideration as may be determined by the Board of Directors.

Article IV - Term

This Corporation shall have perpetual existence unless dissolved pursuant to law.

Article V - Address

The initial street address of the principal office of this Corporation in the State of Florida is 1599 N.W. 9th Ave., Boca Raton, FL 33486. The Board of Directors of this Corporation may from time to time move its principal office in the State of Florida to any other place in this State.

Article VI - Directors

This Corporation shall have one (1) Director(s) initially. The number of Directors of this Corporation may be either increased or diminished from time to time pursuant to the Bylaws, but shall never be less than one (1).

Article VII - Initial Directors

The name and street address of the initial Director of this Corporation who shall hold office until his successor is elected or appointed and shall have qualified is:

Andrew M. Rosenthal, M.D.
1599 N.W. 9th Ave.
Boca Raton, FL 33486

Article VIII - Incorporator

The name and street address of the person signing these Articles of Incorporation as the Incorporator is Andrew M. Rosenthal, 1599 N.W. 9th Ave., Boca Raton, FL 33486.

Article IX - Other Provisions

1. The shareholders of this corporation shall have the power to include in the Bylaws, adopted by a majority of the shareholders, any regulatory or restrictive provisions regarding the proposed sale, hypothecation, transfer or other disposition of any of the outstanding shares of this corporation by any of its shareholders, or in the event of the death of any of its shareholders. The shareholders of the corporation and the corporation shall also have the power to regulate and restrict the transferability of the outstanding shares by contract among the said shareholders or between the shareholders and the corporation provided that any such contract is filed with the Board of Directors of the corporation. The form, terms and conditions of any such regulatory or restrictive Bylaws or contracts shall be determined by the shareholders of this corporation, but such restrictions shall not affect the rights of third parties without actual notice thereof unless existence of such provisions shall be noted conspicuously upon the certificate evidencing ownership of such stock. No shareholder of this corporation may sell, hypothecate or otherwise transfer his shares therein except to another individual who is eligible to be a shareholder of this corporation.

2. The stockholders may, pursuant to the Bylaw provision or by stockholders agreement, recorded in the minute book, impose such restrictions on the sale, transfer or encumbrances of the stock of this Corporation as they may see fit.

3. The Board of Directors of this Corporation shall adopt Bylaws for the government of this Corporation which shall be subordinate only to the Certificate of Incorporation and the laws of the United States and the State of Florida. The Bylaws may be amended from time to time by either the stockholders or the Board of Directors, but the Board of Directors may not alter or amend any Bylaw adopted by the stockholders.

4. Any subscriber or stockholder present at any meeting, either in person or by proxy, and any Director present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of the meeting unless he shall make objection at that meeting to any defect or insufficiency of notice.

5. If the Bylaws so provide, any action of the stockholders or Board of Directors which is required or permitted to be taken at a meeting may be taken without a meeting, in the manner provided in the Bylaws, to the extent now or hereafter to be permitted under the statutes and laws of the State of Florida.

6. If the Bylaws so provide, any stockholder of this Corporation, to the extent now or hereafter permitted pursuant to the Bylaws of this Corporation and the statutes and laws of the State of Florida, may enter into any written agreement relating to any phase of the affairs of this Corporation. No such agreement shall impose directors' or officers' liabilities upon the stockholders who are parties thereto except to the extent required by the statutes and laws of the State of Florida.

7. The Board of Directors of this Corporation is authorized to make provision for reasonable compensation to its members for their services as Directors and to fix the basis and conditions upon which such compensation shall be paid. Any Director of this Corporation may also serve the Corporation in any other capacity and receive compensation therefor in any form.

8. The Corporation shall indemnify any director, officer or employee, or former director, officer or employee of the Corporation, or any person who may have served at its request as a director, officer, or employee of another corporation in which it owns shares of capital stock, or of which it is a creditor, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been such director, officer or employee, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. The Corporation may also reimburse to any director, officer or employee the reasonable costs of settlement of any such action, suit or proceeding, if it shall be found by a majority of a committee composed of the directors not involved in the matter of controversy (whether or not a quorum) that it was to the interests of the Corporation that such settlement be made and that such director, officer or employee was not guilty of negligence or misconduct. Such rights of indemnification and reimbursement shall not be deemed exclusive of

any other rights to which such director, officer or employee may be entitled under any Bylaw, agreement, vote of shareholders or otherwise.

Article X - Registered Office

The Registered Agent and registered office of the Corporation shall be Michael B. Shapiro, Esq., 7777 Glades Road, Suite 110, Boca Raton, FL 33434.

Article XI - Amendment

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the stockholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 17th day of May, 2004.



ANDREW H. ROSENTHAL

STATE OF

, michigan

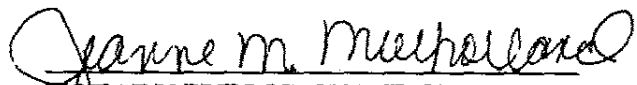
) SS:

COUNTY OF

) washtenaw

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared ANDREW M. ROSENTHAL, known to me to be the person who executed the foregoing Articles of Incorporation, who is personally known to me or provided drivers license as proof of identification, and he swore before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 17th day of May, 2004.

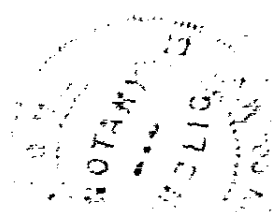


NOTARY PUBLIC, STATE OF

My Commission Expires:

(NOTARY SEAL)

JEANNE M. MULHOLLAND
NOTARY PUBLIC LIVINGSTON CO., MI
MY COMMISSION EXPIRES Mar 12, 2008



CERTIFICATE DESIGNATING PLACE OF REGISTERED OFFICE
OR DOMICILE FOR SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes, the following is
submitted in compliance with said Act.

FIRST -- That JBS MEDICAL, P.A., desiring to organize under the laws of the State of Florida
with its principal office, as indicated in the Articles of Incorporation, at Boca Raton, County of Palm
Beach, State of Florida, has named MICHAEL B. SHAPIRO as Registered Agent, who may be
served at the registered office located at 7777 Glades Road, Suite 110, Boca Raton 33434, County
of Palm Beach, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT (MUST BE SIGNED BY DESIGNATED AGENT):

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



MICHAEL B. SHAPIRO
Registered Agent

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