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Ann Fisher

305-667-3089

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Fax Number : (305)667-3089

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DIVISION OF CORPORATIONS

FLORIDA PROFIT CORPORATION OR P.A.

Bell & Dargenson, P.A.

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**ARTICLES OF INCORPORATION  
OF**

**BELL & DARGENSON, P.A.**

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a professional association pursuant to Chapter 621 of the Florida Statutes.

**ARTICLE I - NAME**

The name of the corporation shall be Bell & Dargenson, P.A.

**ARTICLE II - MAILING ADDRESS**

The mailing address of the corporation is 9999 NE 2 Ave., Suite 311, Miami Shores FL 33138.

**ARTICLE III - COMMENCEMENT & DURATION**

The corporation shall commence its existence on August 10, 2004 and shall exist perpetually unless sooner dissolved according to law.

**ARTICLE IV - PURPOSE**

The corporation will engage in the practice of medicine.

**ARTICLE V - STATED CAPITAL**

The corporation is authorized to issue the following capital stock:

<u>No. Shares</u>	<u>Classification</u>	<u>Par Value</u>
500	Common	\$1.00

Prepared by:  
Ann Fisher, P.A.  
1514 Zuleta Ave.  
Coral Gables FL 33146  
305-665-5944  
Fla Bar No: 0328227

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SECTION 607.01  
DIVISION OF REVENUE

Every shareholder, upon the sale of any new stock of the corporation of the same kind, class or series as he or she already holds, shall have the right to purchase his or her pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered by others.

#### ARTICLE VI - ADDRESS AND REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent is Marie Dargenson, 9999 NE 2nd Ave., Suite 311, Miami Shores FL 33138.

#### ARTICLE VII - INCORPORATOR

The name and address of the incorporator of the corporation is Marie Dargenson, 9999 NE 2nd Ave., Suite 311, Miami Shores FL 33138.

#### ARTICLE VIII - BOARD OF DIRECTORS

The corporation shall have two directors initially. The number of directors may be increased from time to time thereafter in accordance with the bylaws of the corporation but shall never be less than one. The names and street addresses of the initial directors of this corporation are:

Blanche Bell  
27030 SW 118 Ct.  
Miami FL 33189

Marie Dargenson  
1301 NE 200 Ter.  
North Miami Beach FL 33179

#### ARTICLE IX - SHAREHOLDER PROPERTY

Private property of the shareholders shall not be subject to the payment of the corporation's debts. The corporation shall have a first lien on the shares of its shareholders and upon the dividends due them for any indebtedness of the shareholders to the corporation.

ARTICLE X - AMENDMENTS TO ARTICLES

The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a shareholders' meeting, with not less than a two-thirds vote of the common stock.

IN WITNESS WHEREOF, the undersigned, as incorporator, hereby executes these Articles of Incorporation this 5th day of August, 2004.

[Signature]  
Incorporator

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ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

[Signature]  
Registered Agent

Date: 8/3/04