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FLORIDA PROFIT CORPORATION OR P.A.

Carlos Cohen, M.D., P.A.

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

August 31, 2004

BRINKLEY MCNERNEY & MORGAN

SUBJECT: CARLOS COHEN, M.D., P.A.
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See Article IV.

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FAX Aud. #: H04000177275
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FAX AUDIT NO. H04000177275 3

**Articles of Incorporation
of
Carlos Cohen, M.D., P.A.
A Florida Professional Corporation**

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The undersigned, acting as Incorporator of Carlos Cohen, M.D., P.A., a Florida professional association (the "Corporation") under the Professional Corporation and Limited Liability Company Act, Chapter 621 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I
NAME

The name of the corporation is the Carlos Cohen, M.D., P.A., and the street address of the initial principal office of the Corporation is 1072 Pine Branch Drive, Weston, FL 33326.

ARTICLE II
PURPOSE

The Corporation is organized for the purpose of engaging in the practice of medicine and transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE III
CAPITAL STOCK

The Corporation is authorized to issue five thousand (5,000) shares of \$.01 par value Common Stock.

ARTICLE IV
INITIAL REGISTERED OFFICE AND AGENT

The name of the initial Registered Agent of the Corporation is Mark A. Levy, Esq., Brinkley, McNerney, Morgan, Solomon & Tatum, LLP, 200 East Las Olas Boulevard, 19th Floor, Fort Lauderdale, Florida 33301.

ARTICLE V
INITIAL BOARD OF DIRECTORS

The Board of Directors shall initially have one Director to hold office until the first Annual Meeting of Shareholders and his successor shall have been duly elected and qualified, or until his earlier resignation, removal from office, or death. The name and address of the initial Director of the Corporation is:

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<u>NAME</u>	<u>ADDRESS</u>
Carlos Cohen, M.D.	1072 Pine Branch Drive Weston, FL 33326

ARTICLE VI
INCORPORATOR

The name and address of the Incorporator of the Corporation is:

<u>NAME</u>	<u>ADDRESS</u>
Mark A. Levy	Brinkley, McNerney, Morgan, Solomon & Tatum, LLP 200 East Las Olas Boulevard 19 th Floor Fort Lauderdale, Florida 33301

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on August 30, 2004.



 Mark A. Levy

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as Registered Agent to accept service of process for Carlos Cohen, M.D., P.A., at the place designated in the foregoing Articles of Incorporation, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of the Florida Business Corporation Act and the Professional Corporation and Limited Liability Company Act, Chapter 621 of the Florida 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.

Dated: August 30, 2004



 Mark A. Levy, Resident Agent