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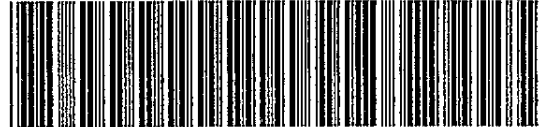
(Business Entity Name)

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***LAW OFFICES OF RUSSELL BEYER, P.A.***

*A PROFESSIONAL ASSOCIATION  
2888 E. OAKLAND PARK BOULEVARD  
FORT LAUDERDALE, FLORIDA 33306*

**Mailing Address  
P.O. Box 11180  
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Email: lawguy@bellsouth.net  
Phone: (954) 564-5766**

January 10, 2005

VIA U.S. MAIL

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

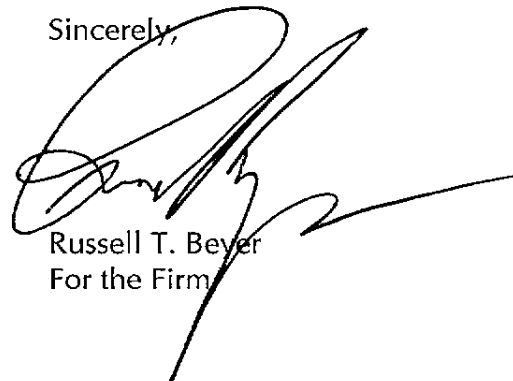
Re: J. P. JACOBS II, M.D., PA  
Corporate Filing/Profit Corporation

Gentlemen:

On behalf of the above-referenced corporation in formation, please file the enclosed documents with the Florida Secretary of State, Division of Corporations. I have enclosed Articles of Incorporation, Certificate of Designation, and my office's check in the amount of \$70 (payable to "Florida Department of State"). I have also enclosed a self-addressed and stamped envelope for the confirmation of filing.

Thank you for your assistance in this matter. Please feel free to contact my office if you should have any questions or problems.

Sincerely,



Russell T. Beyer  
For the Firm

Enclosures

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**ARTICLES OF INCORPORATION**

**OF**

**J. P. JACOBS II, M.D., PA**

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TALLAHASSEE, FLORIDA

I, the undersigned subscriber to these Articles of Incorporation, a natural person competent to contract and an attorney duly licensed to render professional legal service in the State of Florida, desires to form a professional corporation under the laws of the State of Florida pursuant to the provisions of Chapter 607, and 621, of the Florida Statutes.

**Article I - Corporate Name**

The name of this corporation shall be **J. P. JACOBS II, M.D., PA**

**Article II - Nature of Business**

The general nature of the business to be transacted 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 services provider 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 engage in other lawful business permitted under Florida law.

**Article III - Capital Stock**

The authorized capital stock of this corporation shall consist of 1,000 shares of common stock having a par value of \$1.00 per share. None of the shares of capital stock of this corporation may be issued to anyone other than an individual duly licensed or otherwise legally authorized to practice medicine in the State of Florida. The stock of the corporation shall be issued for such consideration as may be determined by the Board of Directors.

**Article IV - Term of Existence**

This corporation shall exist perpetually unless dissolved according to law.

#### **Article V - Address of Principal Office**

The street address of the principal office of this corporation in the State of Florida shall be 200 Butler Street, Suite #101, West Palm Beach, Florida 33407. The Board of Directors may from time to time move the principal office to any other address in the State of Florida and may establish branch and other offices within the State of Florida.

#### **Article VI - Number of Directors**

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time pursuant to the Bylaws, but shall never be less than one.

#### **Article VII - First Board of Directors**

The name and street address of the initial member of the first Board of Directors who shall hold office until his successor is elected or appointed is Dr. Jay P. Jacobs II, M.D., 200 Butler Street, Suite #101, West Palm Beach, Florida 33407.

#### **Article VIII - Incorporators**

The name and street address of the incorporator of these Articles of Incorporation is Dr. Jay P. Jacobs II, M.D., 200 Butler Street, Suite #101, West Palm Beach, Florida 33407.

#### **Article IX - Indemnification**

The corporation shall indemnify to the full extent permitted by law any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he or she is or was a director, incorporator, officer, employee or agent of the corporation, against expenses (including attorney's fees), judgments, fines and amounts paid in connection with such action, suit or proceeding. Such right of indemnification shall not be deemed exclusive of any other rights to which such director or officer may be entitled, under the bylaw, agreement, vote of shareholders or otherwise.

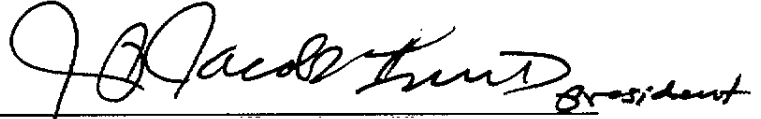
#### **Article X - Amendments**

These Articles of Incorporation may be amended in any or as many respects as may be desired, provided that the amended articles contain only such provisions as might be lawfully contained in the original articles at the time of the amendment. A charter amendment requires a unanimous vote by the Board of Directors. Restated articles of incorporation may be adopted.

**Article XI - Registered Agent**

The registered agent and registered office of the corporation shall be Dr. Jay P. Jacobs II, M.D., 200 Butler Street, Suite #101, West Palm Beach, Florida 33407.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 5<sup>th</sup> day of January, 2005

  
DR. JAY P. JACOBS II, M.D., INCORPORATOR

**CERTIFICATE OF DESIGNATION**

**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

J. P. JACOBS II, M.D., PA

2. The name and address of the registered agent and office is:

DR. JAY P. JACOBS II, M.D.

NAME

200 BUTLER STREET, SUITE #101

(P.O. BOX NOT ACCEPTABLE)

WEST PALM BEACH, FLORIDA 33407

CITY/STATE/ZIP

SIGNATURE

J. P. Jacobs II, M.D., President

DR. JAY P. JACOBS II, M.D.

TITLE

INCORPORATOR

DATE

1/5/2005

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

J. P. Jacobs II, M.D., President

DR. JAY P. JACOBS II, M.D.

DATE

1/5/2005

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