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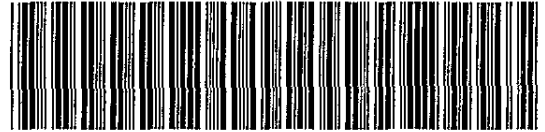
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**GILBERT C. BETZ, P.A.**

ATTORNEYS AT LAW

2025 S.W. 32 AVENUE

MIAMI, FLORIDA 33145

TELEPHONE (305) 567-9100

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GILBERT C. BETZ  
ALSO MEMBER OF DC BAR

January 14, 2005

Florida Secretary of State  
Division of Corporation  
409 E. Gaines Street  
Tallahassee, Florida 32399

RE: Articles of Incorporation Rajesh Dhairyawan, M.D., P.A.

Dear Sir or Madam:

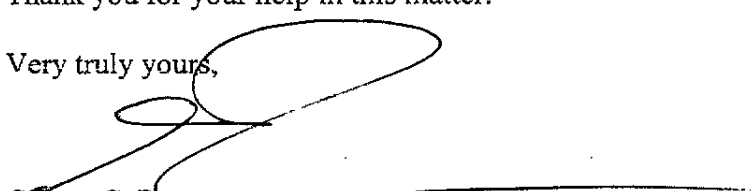
Enclosed please find Articles of Incorporation for the above referenced corporation along with our firm check in the amount of \$78.75 representing the filing fee and certified copy fee for the corporation. Please return a certified copy of the Articles to our offices.

**Note that the second sentence in Article II Commencement and Duration: "If these Articles are not received by the Secretary of State's office within the time required by law, then existence shall commence on the date of filing with the Secretary of State's office."**

If you have any questions or further information is needed, please do not hesitate to contact me.

Thank you for your help in this matter.

Very truly yours,



Gilbert C. Betz

GCB/je

Enclosures

ARTICLES OF INCORPORATION  
OF  
RAJESH DHAIRYAWAN, M.D., P.A.

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a professional corporation under the laws of the State of Florida:

ARTICLE I  
CORPORATE NAME

The name of this professional association (which is hereinafter called the "Corporation") is:  
**RAJESH DHAIRYAWAN, M.D., P.A.**

ARTICLE II  
COMMENCEMENT AND DURATION

The Corporation is to commence its corporate existence on the date of subscription and acknowledgment of these Articles of Incorporation and shall exist perpetually thereafter until dissolved according to law. If these Articles are not received by the Secretary of State's office within the time required by law, then existence shall commence on the date of filing with the Secretary of State's office.

ARTICLE III  
PURPOSE

This Corporation is organized for the following purpose(s):

To engage in the practice of medicine as a professional corporation and to provide professional services to the public in every aspect of the practice of medicine and to carry on all services incident thereto. The practice of medicine is the sole and exclusive professional service to be rendered by this Corporation; however, the Corporation may, incidental to the accomplishment or furtherance of its purpose(s) or objective(s):

- a. Own and operate a medical clinic for the purposes of providing medical care and treatment.
- b. Promote medical, surgical and scientific research and knowledge; furnish related laboratory and clinical services; own real or personal property; enter into contracts; and carry on any business necessary or incidental to the accomplishment or furtherance of its purpose(s) or objective(s).
- c. Invest and reinvest its funds in real estate, mortgages, stocks, bonds, or any other type of investment.
- d. Do such acts and carry on such business as may be permitted by Chapters 621 and 607, Florida Statutes, subject to the limitations thereof.
- e. Do everything necessary, proper, or convenient for the accomplishment of any of the purpose(s) herein set forth, and do every other act incidental thereto which is not prohibited by the laws of the State of Florida or by the provisions of these articles of incorporation.

The professional services of this Corporation shall be carried out only through directors, officers, employees, and agents, each of whom is duly licensed or otherwise legally qualified to render professional medical services in the State of Florida, and is, therefore, duly authorized to provide medical

services to the public in the State of Florida. This provision shall not be interpreted to include in the term "employee", as used herein, clerks, secretaries, bookkeepers, technicians and other assistants who are not usually and ordinarily considered by custom and practice to be rendering professional medical services to the public for which a license or other legal authorization is required.

#### ARTICLE IV STATED CAPITAL

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is one thousand (1000) shares of common stock, having a par value of One Dollar (\$1.00) per share. The consideration to be paid for each share shall not be less than One Dollar (\$1.00) in money, property or services. Shares of stock in this Corporation shall be issued only to individuals who are licensed in the State of Florida and are, therefore, duly authorized to provide medical services to the public in the State of Florida, or to other professional corporation(s), professional limited liability corporation(s) duly licensed or otherwise legally authorized to render the same professional service.

Each outstanding share shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

The shares of stock may be issued for such consideration, having a value not less than the par value of the shares issued therefor, as is determined from time to time by the Board of Directors, to be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation. Shares may not be issued until the full amount of the consideration therefor has been paid. Thereafter, such shares shall be deemed to be fully paid and non-assessable.

#### ARTICLE V BOARD OF DIRECTORS

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors.

This Corporation shall initially have one (1) Director, who shall constitute the Board of Directors. The number of Directors may be increased from time to time in the manner provided for in the By-Laws ~~or the Constitution but shall never be less than one (1) nor more than five (5).~~ All Directors must be licensed in the State of Florida and duly authorized to provide medical services to the public in the State of Florida.

The name and street address of the initial director(s), who shall hold office until his/her/their successor(s), who shall be chosen at the first meeting of the stockholders, have qualified, shall be:

Name

Address

Dr. Rajesh Dhairyan

9321 S.W. 103 Street  
Miami, Florida 33176

ARTICLE VI  
AMENDMENT

The Corporation reserves the right from time to time to amend, alter, or repeal any provision in its Articles of Incorporation in any manner now or hereafter permitted by Statute, and all rights conferred upon Stockholders herein are granted subject to this reservation.

ARTICLE VII  
BY-LAWS

The initial By-Laws shall be adopted by the Board of Directors. The By-Laws may contain any provision for the regulation and management of the affairs of the Corporation not inconsistent with statute or with these Articles of Incorporation.

ARTICLE VIII  
TRANSACTIONS WITH RELATED PARTIES

Subject to the provisions of the Professional Service Corporations Act (Chapter 621, Florida Statutes) and the Florida General Corporations Act (Chapter 607, Florida Statutes), no contract or other transaction between this Corporation and any other corporation shall be affected by the fact that any Director or Officer of this Corporation is interested in, or is a Director or Officer of, such other corporation, and any Director or Officer, individually or jointly may be a party to, or may be interested in any contract or transaction of this Corporation or in which this Corporation is interested; and no contract, or other transaction of this Corporation with any person, firm or corporation shall be affected by the fact that any Director or Officer of this Corporation is a party in any way connected with such person, firm or corporation and every person who may become a Director or Officer of this Corporation is hereby relieved from any liability that might otherwise exist from contracting with this Corporation for the benefit of himself or any firm, association, or corporation in which he may be in any way interested.

ARTICLE IX  
INDEMNIFICATION

This Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

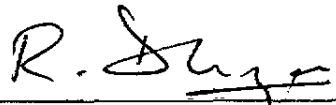
ARTICLE X  
INITIAL/PRINCIPAL OFFICE AND REGISTERED AGENT

The initial address of the principal office of this Corporation in the State of Florida is 9321 S.W. 103 Street, Miami, Florida 33176, and the name of the initial registered agent of this Corporation is Ronald P. Warner whose address is as follows:

9245 S.W. 157<sup>th</sup> Street, Suite A-102  
Miami, Florida 33157

The Board of Directors may, from time to time, designate another person or entity, as allowed by law, to serve as registered agent and his, her, or their office shall be the registered office of this Corporation.

IN WITNESS WHEREOF, I, the undersigned incorporator, have hereunto set my hand and seal this 10 day of JANUARY, 2005 for the purpose of forming this Corporation under the laws of the State of Florida.

  
Rajesh Dhairyan, Incorporator

STATE OF FLORIDA           )  
  ) SS  
COUNTY OF MIAMI-DADE )

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledges, personally appeared Rajesh Dhairyan, and she acknowledged before me that she signed the foregoing Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal in the City of Miami, County of Miami-Dade, State of Florida, this 10 day of JANUARY, 2005  
FL DL # D630-200-64-178-0



My commission expires:

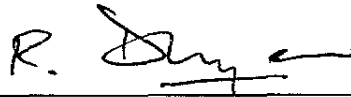
  
Notary Public  
State of Florida at Large

**CERTIFICATE DESIGNATING  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Sections 607.0501 through 607.0505, 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.

- a. The name of the Corporation is: RAJESH DHAIRYAWAN, M.D., P.A.
- b. The name and address of the registered agent and office is:

Ronald P. Warner  
9245 S.W. 157<sup>th</sup> Street, Suite A-102  
Miami, Florida 33157

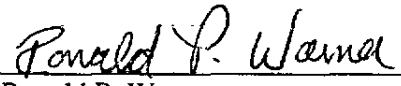


Rajesh Dhairyawan, Incorporator/Director

Date: 10 JANUARY 2005

**ACKNOWLEDGMENT BY REGISTERED AGENT**

Ronald P. Warner, having been named in the Articles of Incorporation to accept service of process for the above named Corporation at the place designated herein, hereby accepts and consents to act in this capacity and agrees to comply with the provisions of the Florida General Corporation Act relative to keeping open said office.

 12/17/04  
Ronald P. Warner

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2005 JAN 19 P 3:44  
TOLSON & ASSOCIATES  
FLORENCE, FLORIDA