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DIVISION OF CORPORATIONS

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No. 6187 Pg. 1 of 1

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FLORIDA PROFIT CORPORATION OR P.A.

HEIDI COHEN, M.D., P.A.

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Jun-28-2005 2:47PM

No.6187 P. 2
(((H05000158325 3)))

ARTICLES OF INCORPORATION
OF
HEIDI COHEN, M.D., P.A.

I, the undersigned, desiring to organize a professional service corporation for the purpose hereinafter stated under the Professional Service Corporation and Limited Liability Company Act, Chapter 621 of the Florida Statutes and other laws of the State of Florida, do hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of this corporation is HEIDI COHEN, M.D., P.A.

ARTICLE II

MAILING ADDRESS

The mailing address of this corporation is 6759 Royal Orchard Circle, Delray Beach, Florida 33446.

ARTICLE III

PURPOSE

The general nature of the professional services to be rendered by this professional service corporation shall be as follows, to-wit:

A. To carry on, pursuant to the laws of the State of Florida, the professional services rendered by physicians, except that the corporation shall not render professional medical services except through its officers, employees and agents who are duly licensed

or otherwise legally authorized to render such professional services within the State of Florida;

B. To buy, sell, deal in and exchange shares of its own capital stock, except that the corporation shall not issue any of its capital stock to anyone other than an individual who is duly licensed or otherwise legally authorized to render professional medical services within the State of Florida. No shareholders of this corporation shall enter into a voting trust agreement or any other type of agreement vesting another person with the authority to exercise the voting power of any or all of his stock;

C. To borrow money and to contract debts in such amount or amounts as the Board of Directors may from time to time determine, when necessary or convenient for the transaction of its professional services, or for the exercise of its corporate rights, privileges or franchise, or for any other lawful purpose of its incorporation, to issue bond, promissory notes, bills of exchange, debentures or other obligations and evidence of indebtedness, payable at a specified time or times or payable on the happening of a specified event or events, whether secured by a mortgage, pledge or otherwise, or unsecured, for money borrowed in payment for property purchased or acquired, or for any other lawful objection; except that this provision shall not be construed as empowering the corporation to do any activity not authorized by the Florida Professional Service Corporation and Limited Liability Company Act ("the Act");

D. To do all acts of every kind and nature which are from time to time deemed by the Board of Directors to be necessary, suitable, convenient or proper for the accomplishment of any of the powers herein named, or which shall at any time appear

conducive or expedient for the benefit or protection of the corporation, either as a holder or by virtue of any interest in any property, or otherwise;

E. To acquire all or any part of the goodwill, rights, property and service of any person, or professional corporation or association, heretofore or hereafter engaged in any service which the corporation has the power to conduct; to pay for the same in cash, or stocks or bonds of the corporation providing that such stocks or bonds shall be issued only to an individual who is duly licensed or otherwise legally authorized to render professional medical services in the State of Florida; to hold, utilize or in any manner dispose of all or any part of the rights and property so acquired and to assume in connection therewith any liabilities of any person, professional corporation or association, and to conduct in any lawful manner the whole or any part of the service thus acquired;

F. To subscribe for, receive, purchase, or otherwise acquire, underwrite, obtain an interest in, own, hold, pledge, hypothecate, mortgage, assign, deposit, create trust with respect to, deal in, exchange, sell and otherwise dispose of alone or in syndicates or otherwise in conjunction with others, and generally deal in and with any or all of the following (hereinafter sometimes referred to collectively as "securities" or individually as "security"): namely, all kinds of shares, stocks, voting trust certificates, trust certificates, bonds, mortgages, debentures, trust receipts, notes and other securities obligations, contracts, certificates of interest, choses in action and evidence of indebtedness generally of any corporation, association, partnership, syndicate, entity, person or governmental, municipal or public authority, domestic or foreign, and evidences of any interest therein or in respect thereof; to acquire or become interested in any such securities by original subscription, underwriting, participation in syndicates or otherwise and irrespective of

whether or not such securities are fully paid or subject to further payments or assessments; to issue in exchange therefor its own securities, and while the owner or holder of any such, to exercise all the rights, powers and privileges or ownership or interest in respect thereto; and to promote, manage, participate in any act as agent for any underwriting, purchasing or selling syndicate or group and otherwise to take part in and assist in any legal manner, by guaranty or otherwise, to purchase, sale or distribution of any such securities;

G. To promote, cause to be organized, finance and aid by loan, subsidy, guaranty, contribution to capital or surplus, or otherwise, any corporation, association, partnership, syndicate, entity, personal or governmental, municipal, or public authority, domestic or foreign, located in or organized under the laws of any authority in any part of the world, any security of which is held directly or indirectly by or for the corporation, or in the business, financing or welfare of which the corporation shall have any interest, and in connection therewith to guarantee or become surety for the performance of any undertaking or obligation of the foregoing and to guarantee by endorsement or otherwise the payment of the principal of, or in interest or dividends on, any such security of the foregoing; and generally to do any acts or things designed to protect, preserve, improve or enhance the value of any such security;

H. Without limiting the generality of any of the foregoing language, the corporation shall have all of the powers which are now or which may hereafter be conferred upon professional corporations by the laws of the State of Florida, pursuant to the Act.

ARTICLE IV

STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any time and the class thereof is as follows: seven thousand five hundred (7,500) shares common stock with a par value of One (\$1.00) Dollar.

ARTICLE V

EXISTENCE

This corporation shall have perpetual existence commencing on the date of execution of these Articles.

ARTICLE VI

OFFICE

The principal office of this corporation shall be at 6759 Royal Orchid Circle, Delray Beach, Florida 33446. The name of the initial registered office of this corporation is Mitchell F. Green, Esq. The address of the initial registered agent of this corporation is 4000 Hollywood Boulevard, Suite 485S, Hollywood, FL 33021.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1). The name and address of the initial director of this corporation is:

HEIDI COHEN, M.D.
6759 Royal Orchid Circle
Delray Beach, Florida 33446

ARTICLE VIII

STOCK TRANSFERABILITY

No shareholders of this corporation may sell or transfer his shares in this corporation except to another individual who is duly licensed to render the same professional services which the corporation has the power to conduct, and such sale or transfer may be made only after the same shall have been approved at a stockholders' meeting specially called for such purpose, by the holders of a majority of the outstanding stock. The Board of Directors of this corporation may adopt additional bylaws restraining the alienation of shares and providing for the purchase or redemption by the corporation of its shares; provided, however, that such provisions dealing with the purchase or redemption by the corporation of its shares may not be invoked at a time or in a manner that would impair the capital of the corporation.

ARTICLE IX

STOCK OWNERSHIP

The Board of Directors shall require any officer, shareholder, agent or employee of this corporation, who has been rendering professional medical services to the public and who becomes legally disqualified to render such professional medical services within the State of Florida, or who is elected to a public office or accepts employment that, pursuant to existing law, places restrictions or limitations upon his continuing rendering of such professional medical services, to sever all employment with and financial interest in this corporation forthwith; and upon the death of a shareholder, the deceased shareholder's stock shall be first offered for redemption to the corporation, under the terms and conditions to be agreed upon by and between the corporation and the shareholders.

Jun. 28. 2005 2:49PM

No. 6187 P. 8
(((H05000158325 3)))

ARTICLE X

VOTING RIGHTS

Each share of common stock of this corporation shall entitle the holder of record thereof to one vote upon each proposal presented at lawful meetings of the stockholders.

ARTICLE XI

PREEMPTIVE RIGHTS

There shall be no preemptive rights in any stock herein issued or hereafter issued.

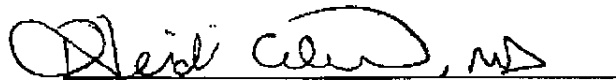
ARTICLE XII

INCORPORATORS

The name and address of the incorporator is:

Heidi Cohen, M.D.
6759 Royal Orchid Circle
Delray Beach, Florida 33446

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 24 day of June, 2005.



Heidi Cohen, M.D.
Initial Director/Incorporator

Jun. 28. 2005 2:49PM

No.6187 P. 9
(((H05000158325 3)))

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following
is submitted:

FIRST - - That Heidi Cohen, M.D., P.A. desiring to organize or qualify under the laws
of the State of Florida, with its mailing address of 6759 Royal Orchid Circle, City of Delray
Beach, State of Florida, has named Mitchell F. Green, Esq. located at 4000 Hollywood
Boulevard, Suite 485S, City of Hollywood, State of Florida, as its agent to accept service
of process within the State of Florida.

SIGNATURE: 

Heidi Cohen, M.D.

TITLE: Incorporator

DATE: 6/24/05.

Having been named to accept service of process for the above-stated corporation,
at the place designated in this Certificate, I hereby agree to act in this capacity, and I
further agree to comply with the provisions of all statutes relative to the proper and
complete performance of my duties.

SIGNATURE: 

Mitchell F. Green, Esq.
Resident Agent

DATE: 6-27-05