

LAW OFFICES

ABRAMS, ANTON, ROBBINS, RESNICK & SCHNEIDER, P.A.

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1916-1992

PAUL B. ANTON
1927-1981

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BOARD CERTIFIED IN ACCOUNTING
AND PROFESSIONAL ENTERPRISE

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ASSOCIATION
MEMBER OF THE
FLORIDA BAR
MEMBER OF THE
AMERICAN BAR
ASSOCIATION
MEMBER OF THE
OHIO BAR

2021 TYLER STREET
POST OFFICE BOX 229010
HOLLYWOOD, FLORIDA 33022-9000

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2255 GLADES ROAD
BOCA RATON, FLORIDA 33431-7383

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HOLLYWOOD (305) 921-5500
FAX (305) 925-7013
BOCA RATON & DELRAY
(407) 994-2212
(407) 994-2772
FAX (407) 997-8494
NORTH BROWARD (305) 428-0800
MIAMI (305) 940-8440
PALM BEACHES (407) 833-4710

PLEASE REPLY TO:

Hollywood

FILE NO.:
ZZZ-Q-0002

January 16, 1995

TA CERTIFIED MAIL 311 67 322

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

000001385160
-01/20/95 -01045 -012
****122.50 ****122.50

RE: STUNI CORP.

Dear Sir or Madam:

Enclosed for filing is one original and one copy of the Articles of Incorporation for STUNI CORP. Also enclosed is our firm check to cover the required filing fee. Please complete the necessary filing and return the certified copy to the undersigned.

Also enclosed is a duplicate of this letter, please date stamp and return in the envelope provided for your convenience.

Thank you for your prompt attention to this matter. Should you have any questions, please call my Corporate Assistant, Lisa Hirsch at Ext. 132.

Sincerely yours,

Reuben M. Schneider
Reuben M. Schneider

RMS:leh/91061
Enclosures

ARTICLES OF INCORPORATION
OF
STUNI CORP.

FILED
55 JUN 19 AM 8:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned does hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation is STUNI CORP. and the mailing address of the corporation is 2021 Tyler Street, Hollywood, FL 33020

ARTICLE II

PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of Florida.

ARTICLE III

CAPITAL STOCK

This corporation is authorized to issue One Hundred shares of One Dollar par value common stock, which shall be designated as "Common Shares." All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at a just valuation to be fixed by the Board of Directors.

ARTICLE IV

DURATION

This corporation shall commence its corporate existence on the date of filing of these Articles of Incorporation with the Secretary of State and shall exist perpetually thereafter until sooner dissolved according to law.

ARTICLE V

INITIAL BUSINESS OFFICE AND REGISTERED AGENT

The mailing address of the initial business office of this corporation is 2021 Tyler Street, Hollywood, FL 33020 and the name of the initial registered agent of this corporation is Reuben M. Schneider whose address is 2021 Tyler Street, Hollywood, FL 33020.

ARTICLE VI

INITIAL BOARD OF DIRECTORS AND OFFICERS

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

Reuben M. Schneider

2021 Tyler Street

Hollywood, FL 33020

The initial officer(s) of the corporation will be:

Reuben M. Schneider

ARTICLE VIII

INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director, to the fullest extent permitted by law either now existing or hereafter enacted.

ARTICLE IX

BY-LAWS

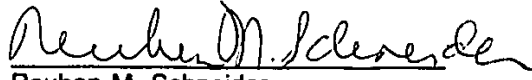
The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders, but the Board of Directors may not alter, amend or repeal any By-Laws adopted by the Shareholders if the Shareholders provide that such By-Laws shall not be altered, amended or repealed by the Board of Directors.

ARTICLE X

AMENDMENTS

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned as incorporator has executed these Articles of Incorporation this 16th day of January 1995.


Reuben M. Schneider

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

In pursuance of Chapter 48.091, Florida Statutes, the following
is submitted, in compliance with said Act:

First--That STUNI CORP. desiring to organize under the laws
of the State of Florida with its principal office, as indicated in the
Articles of Incorporation at the City of Hollywood, County of Broward,
State of Florida, has named Reuben M. Schneider, as its agent to
accept service of process within this State.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED
AGENT)

Having been named to accept service of process for the above stated
corporation, at place designated in this certificate, I hereby accept to
act in this capacity, and agree to comply with the provision of said Act
relative to keeping open said office.



Reuben M. Schneider

91038

FILED
55 JUN 19 / 11 8:19
TALLAHASSEE, FLORIDA

KENNETH A. WENZEL

ATTORNEY AT LAW
980 NORTH FEDERAL HIGHWAY
SUITE 440
BOCA RATON, FLORIDA 33432

TELEPHONE
(407) 361-0900

Fax
(407) 338-3441

January 16, 1995

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32314

Attention: Domestic Charter

Re: Our File No. 94-20356
Thomas-Richards/Everglades Orthopaedic
and Hand Center, P.A. - Incorporation

Gentlemen:

Enclosed are two (2) original Articles of Incorporation and the Registered Agent form of EVERGLADES ORTHOPAEDIC AND HAND CENTER, P.A., together with a check in the amount of One Hundred Twenty-two and 50/100 Dollars (\$122.50), representing:

Filing Fees:	\$35.00
Registered Agent:	\$35.00
Certified Copy:	\$52.50

Please return a certified copy of the Articles of Incorporation and Registered Agent form to the undersigned.

Thank you.

Very truly yours,

Kenneth A. Wenzel
Kenneth A. Wenzel

KAW/lcd
Encls.

cc: Dr. Jose' R. Thomas-Richards (w/o encl.)
Bob Dreker (w/o encl.)

RECEIVED
TALLAHASSEE
95 JAN 19 10 11 AM
01 JAN 19 10 11 AM

T. BROWN JAN 24 1995

ARTICLES OF INCORPORATION
OF
EVERGLADES ORTHOPAEDIC AND HAND CENTER, P.A.

FILED
95 JAN 19 AM 10:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, desiring to organize a professional service corporation for the purposes hereinafter stated, pursuant to the laws of the State of Florida, hereby certifies as follows:

ARTICLE 1

NAME

The name of this Corporation is EVERGLADES ORTHOPAEDIC AND HAND CENTER, P.A.

ARTICLE 2

PRINCIPAL PLACE OF BUSINESS

The principal place of business of this Corporation shall be 170 S. Barfield Highway, Suite 102, Pahokee, Florida 33476.

ARTICLE 3

MAILING ADDRESS

The mailing address of this Corporation shall be 170 S. Barfield Highway, Suite 102, Pahokee, Florida 33476.

ARTICLE 4

PURPOSES AND POWERS

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

(a) To engage in every phase and aspect of the business of rendering the same professional services to the public that a doctor licensed under the laws of the State of Florida is authorized to render and that such professional services shall be rendered only through officers, employees and agents who are duly licensed under the laws of the State of Florida to practice in such profession.

(b) 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 service corporations by the laws of the State of Florida.

ARTICLE 5

CAPITAL STOCK

The aggregate number of shares which this Corporation shall have authority to issue is One Thousand (1,000) shares of Common Stock, having a par value of ONE DOLLAR (\$1.00) per share, which shares of Common Stock, as a class, shall have unlimited voting rights and are entitled to receive the net assets of this Corporation upon dissolution.

ARTICLE 6

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 170 S. Barfield Highway, Suite 102, Pahokee, Florida 33476, and the name of the initial registered agent of this Corporation at that address is DR. JOSE' R. THOMAS-RICHARDS.

ARTICLE 7

STOCK TRANSFERABILITY

No shareholder of this Corporation may sell or transfer his shares in this Corporation except to another individual who is eligible to be a shareholder of this professional service corporation in accordance with the laws of the State of Florida.

ARTICLE 8

STOCK OWNERSHIP

The Board of Directors shall require any officer, shareholder, agent or employee of this Corporation, who has been rendering professional services to the public and who becomes legally disqualified to render such professional services within the State of Florida, to sever all employment with, and financial interest in, this Corporation.

ARTICLE 9

INCORPORATOR

The name and address of the person signing these Articles of Incorporation, who is a doctor duly licensed under the laws of the State of Florida to render services as such, is DR. JOSE' R. THOMAS-RICHARDS, 170 S. Barfield Highway, Suite 102, Pahokee, Florida 33476.

ARTICLE 10

INDEMNIFICATION

The directors, officers, employees and agents of the Corporation shall be indemnified to the fullest extent permitted under Section 607.0850 of the Florida Business Corporation Act as currently existing or hereafter amended.

ARTICLE 11

AMENDMENT

No amendment to these Articles shall be adopted or become effective unless and until it has been approved by shareholders holding at least sixty-six and two-thirds percent (66-2/3%) of the entire voting interest of this Corporation.

The undersigned Incorporator has executed these Articles of
Incorporation this 13th day of JANUARY, 1995.


DR. JOSE' R. THOMAS-RICHARDS,
Incorporator

CERTIFICATE OF
DESIGNATION OF REGISTERED AGENT
FOR

EVERGLADES ORTHOPAEDIC AND HAND CENTER, P.A.

FILED
95 JAN 19 AM 10:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.0505, Florida Statutes, the following
is submitted:

EVERGLADES ORTHOPAEDIC AND HAND CENTER, P.A., desiring to
organize under the laws of the State of Florida, with its
registered office as indicated in the Articles of Incorporation,
has named DR. JOSE' R. THOMAS-RICHARDS, located at 170 S. Barfield
Highway, Suite 102, City of Pahokee, County of Palm Beach, State of
Florida, as its registered agent for service of process within this
State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the
above-stated Corporation, at the place designated in this Certi-
ficate, 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 and I accept the
duties and obligations as set forth in Section 607.0505, Florida
Statutes.


DR. JOSE' R. THOMAS-RICHARDS