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### AHI DADE COUNTY HEALTHCARE SYSTEMS, INC. 12620 Erickson Avenue Suite A Downey, CA 90241

Leonardo A. Berezovsky, M.D. President

January 19, 1995

Florida Secretary of State

Re:

CORPORATE NAME CONSENT

Dear Secretary of State:

The undersigned, being an officer of AHI DADE COUNTY HEALTHCARE SYSTEMS, INC., a Florida corporation, hereby consents to the use of the name "AHI MEDICAL GROUP, NORTH PALM BEACH, INC." as a corporate name and acknowledges that such name shall be used by an affiliate of the undersigned corporation.

Very truly yours,

Leonardo A. Berezovsky, M.D., President AHI DADE COUNTY HEALTHCARE SYSTEMS, INC.

#### STATE OF FLORIDA ARTICLES OF INCORPORATION OF AHI MEDICAL GROUP, NORTH PALM BEACH, INC.

FIRST: The corporate name that satisfies the requirements of Section 607.0401 is AHI MEDICAL GROUP, NORTH PALM BEACH, INC. SECOND: The street address and mailing address of the initial principal office of the corporation is 12620 Erickson Avenue, Suite A, Downey, California 90241 THIRD: The corporation is authorized to issue only one class of shares of capital stock denominated "Common Stock" and the total number of shares which the corporation is authorized to issue is One Million (1,000,000), with no par value. FOURTH: The street address of the initial registered office of the corporation is CORPORATION SYSTEM, 1200 South Pine Island Road, City of Plantation, Florida 3532A the name of its initial registered agent at such address is CT CORPORATION SYSTEM FIFTH: The name and address of each incorporator is: Patricia A. Dris 12620 Erickson Avenue Suite A Downey, CA 90241 SIXTH: The liability of the directors of the corporation for monetary damages shall be eliminated to the fullest extent permissible under Florida law. SEVENTH: The corporation is authorized to provide indemnification of agents for breach of duty to the corporation and its shareholders, through bylaw provisions or through agreements with the agents, or both, in excess of the indemnity otherwise provided by the Florida Corporation Act, subject to the limitations on such indemnification as set forth in Florida Corporations Law. The undersigned has executed these Articles of Incorporation this 18th day of February, 1995. Patricia A. Dris ACCEPTANCE BY THE REGISTERED AGENT AS REQUIRED IN SECTION 607.0501(3)F.S.: CT CORPORATION SYSTEM IS FAMILIAR WITH AND ACCEPTS THE **OBLIGATIONS PROVIDED FOR IN SECTION 607.0505** CT CORPORATION SYSTEM . 1995 By: Name: Ass't. Secretary Title:

# P95000014908

### ARTICLES OF MERGER Merger Sheet (1 of 2)

MERGING:

AHI MEDICAL GROUP, SOUTH PALM BEACH, INC., a Florida corporation, P95000014905

AHI MEDICAL GROUP, CENTRAL PALM BEACH, INC., a Florida corporation, P95000014912

AHI MEDICAL GROUP, NORTH PALM BEACH, INC., a Florida corporation, P95000014908

AHI MEDICAL GROUP, SOUTH BROWARD COUNTY, INC., a Florida corporation, P95000014901

AHI MEDICAL GROUP, NORTH BROWARD COUNTY, INC., a Florida corporation, P95000014899

AHI MEDICAL GROUP, DADE COUNTY-KENDALL, INC., a Florida corporation, P95000006108

AHI MEDICAL GROUP, DADE COUNTY-HIALEAH, INC., a Florida corporation, P95000006100

AHI MEDICAL GROUP, DADE COUNTY-MEDICAL CENTER, INC., a Florida corporation, P95000006118

\*\*\*MERGING CORPORATIONS CONTINUED ON 2ND MERGER COVER SHEET\*\*\*

## ARTICLES OF MERGER Merger Sheet (2 of 2)

MÉRGING:

AHI MEDICAL GROUP, DADE COUNTY-CUTLER RIDGE/HOMESTEAD, INC., a Florida corporation, P95000006107

AHI MEDICAL GROUP, DADE COUNTY-NORTH DADE/MIAMI BEACH, INC., a Florida corporation, P95000006120

AHI MEDICAL GROUP, DADE COUNTY-WESTCHESTER, INC., a Florida corporation, P95000006121

INTO

AHI FLORIDA HOLDINGS, INC., a Florida corporation, P95000026185.

File date: April 16, 1997

Corporate Specialist: Joy Moon-French

2 of 2