

**NORMAN S. PALLOT**

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March 14, 1995

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

Re: ADMIN - MED OF MIAMI INC.,  
a Florida corporation

Dear Sir:

Find enclosed the original and copy of Articles of  
Incorporation, for filing.

Also enclosed you will find my check to cover the following:

Filing Fee	\$35.00
Certified Copy	52.50
Registered Agent	<u>35.00</u>
<b>TOTAL</b>	<b>\$122.50</b>

Cordially yours,



NORMAN S. PALLOT

NSP/bc

Enclosures: Check \$122.50  
Articles of Incorporation  
Registered Agent Certificate

*SDS*

**ARTICLES OF INCORPORATION**

**OF**

**ADMIN - MED OF MIAMI INC.**

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves to form a corporation under the laws of the State of Florida.

**ARTICLE I. NAME**

The name of this corporation is:

**ADMIN - MED OF MIAMI INC.**

**ARTICLE II. NATURE OF BUSINESS**

The general nature of the business to be transacted by this corporation is:

Management and administration of a medical office and to lease or purchase real and personal property.

**ARTICLE III. CAPITAL STOCK**

The maximum number of shares that this corporation is authorized to have outstanding at any one time is:

50 shares of Common Stock without nominal or par value. The consideration for each share shall be fixed by the Board of Directors.

**ARTICLE IV. INITIAL CAPITAL**

The amount of capital which this corporation will begin business with is One Thousand Dollars (\$1,00.00).

**ARTICLE V. TERM OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE VI. ADDRESS**

The principal address, as well as the mailing address for the corporation is:

8510 West Flagler Street  
Miami, Florida 33144

and the initial Registered Agent at such address is GARRY I. FRIEDMAN. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

**ARTICLE VII. DIRECTORS**

This corporation shall have one Director, initially. The number of Directors may be increased or diminished from time to time by by-laws adopted by the stockholders, but shall never be less than three.

**ARTICLE VIII. INITIAL DIRECTORS AND OFFICERS**

The names and post office addresses of the members of the first Board of Directors, the President, the Secretary and the Treasurer, are:

GARRY I. FRIEDMAN	8510 West Flagler Street Miami, Florida 33144	President, Director
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**ARTICLE IX. SUBSCRIBERS**

The name and post office address of each subscriber of these Articles of Incorporation, the number of shares of stock each agrees to take and the value of the consideration therefor (the sum of which value is not less than the amount of initial capital specified in Article IV.), are:

GARRY I. FRIEDMAN    8510 W. Flagler Street    (10 Shares)    \$1,000.00  
Miami, Florida 33144

**ARTICLE X. AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholders' Meeting by two-thirds of the stockholders entitled to vote thereon.

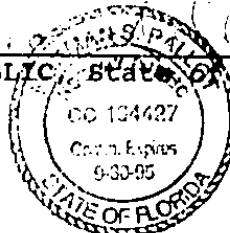
  
\_\_\_\_\_  
GARRY I. FRIEDMAN

STATE OF FLORIDA            )  
                                      : SS:  
COUNTY OF DADE            )

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared GARRY I. FRIEDMAN, who is personally known to me to be the person described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and seal in the County and State named above this 16 day of March, 1995.

\_\_\_\_\_  
NOTARY PUBLIC, State of Florida



**CERTIFICATE DESIGNATING  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provision 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:

ADMIN - MED OF MIAMI INC.

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

Garry I. Friedman  
8510 West Flagler Street  
Miami, Florida 33144

SIGNATURE

  
GARRY I. FRIEDMAN

TITLE President

DATE March 11, 1995

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

  
GARRY I. FRIEDMAN

DATE March 11, 1995

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