

CORPORATION INFORMATION  
SERVICES, INC.  
1201 HAYS STREET  
TALLAHASSEE, FL 32310  
904-222-9171  
904-222-0391 FAX

800-142-8086

**CSC networks**

MAIL TO:  
P.O. Box 5020  
TALLAHASSEE, FL 32314

ACCOUNT NO. : 072100000000

REFERENCE : 562014 22080

AUTHORIZATION :

*Tatiana Izzato*

COST LIMIT : \$ 122.50

ORDER DATE : March 17, 1995

ORDER TIME : 9:52 AM

ORDER NO. : 562014

00000014 00000000

CUSTOMER NO: 22080

CUSTOMER: Judy Diamond, Legal Assistant  
MCDERMOTT WILL & EMERY

22nd Floor  
201 South Biscayne Boulevard  
Miami, FL 33131-4305

DOMESTIC FILING

*P95000022091*

NAME: NATIONAL CENTER FOR MEN'S  
HEALTH, INC.

☒ ARTICLES OF INCORPORATION  
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY  
☐ PLAIN STAMPED COPY  
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jennifer Moran

EXAMINER'S INITIALS:

FILED  
95 MAR 17 10 28  
TALLAHASSEE, FL  
SOD  
TALLAHASSEE, FL

*(J. Diamond)*

*3-20-95*  
*C2/A*

ARTICLES OF INCORPORATION  
OF  
NATIONAL CENTER FOR MEN'S HEALTH, INC.

FILED  
95 MAR 17 10 20  
CLERK OF COURT  
JACKSONVILLE

ARTICLE I - NAME

The name of this corporation is:

"NATIONAL CENTER FOR MEN'S HEALTH, INC."

ARTICLE II - PURPOSE

This corporation may transact any lawful business which may be conducted by corporations formed pursuant to the laws of the State of Florida. This corporation shall have the power to do all and everything necessary and proper for the accomplishment of its purposes and necessary or incidental to the benefit and protection of the corporation.

The foregoing clauses will be construed both as objects and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of the corporation.

ARTICLE III - DURATION

The corporation shall have perpetual existence. Corporate existence shall commence effective with the filing of these Articles of Incorporation with the Secretary of State of Florida.

ARTICLE IV - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this corporation is 2241 North University Drive, Suite B, Pembroke Pines, Florida 33024.

#### ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue Ten Thousand (10,000) shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares".

#### ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is McDermott, Will & Emory, 201 South Biscayne Boulevard, Suite 2200, Miami, Florida 33131. The name of the initial registered agent at such address is Ira J. Coleman.

#### ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be increased or diminished from time to time in the manner provided in the By-Laws but shall never be less than one (1). The names and addresses of the initial directors of this corporation, who shall hold office for the first year of the existence of the corporation or until their successor or successors are elected or appointed and have qualified, are:

<u>Name</u>	<u>Address</u>
Robert Sherman, M.D.	2241 North University Drive Suite B Pembroke Pines, Florida 33024
Mark Weitzenfeld, M.D.	2241 North University Drive Suite B Pembroke Pines, Florida 33024
Ronald Feller	2241 North University Drive Suite B Pembroke Pines, Florida 33024

ARTICLE VIII - INCORPORATOR

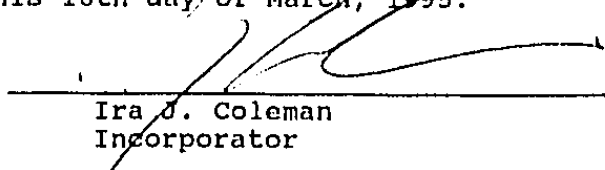
The name and address of the sole incorporator of the Articles of Incorporation is:

Name	Address
Ira J. Coleman	McDermott, Will & Emory 201 S. Biscayne Blvd., 22nd Fl. Miami, Florida 33131

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation, in the manner now or hereafter prescribed by the statutes of the State of Florida, and all rights conferred herein upon stockholders are granted subject to this reservation.

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

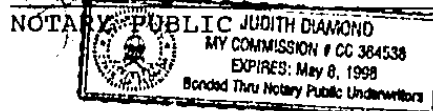
  
Ira J. Coleman  
Incorporator

STATE OF FLORIDA)  
                          ) SS:  
COUNTY OF DADE )

Before me, a Notary Public authorized in the State and County set forth above, personally appeared Ira J. Coleman, known to me and known by me to be the person, who, as Incorporator, executed the foregoing Articles of Incorporation of NATIONAL CENTER FOR MEN'S HEALTH, INC., a Florida corporation and he acknowledged before me that he executed those Articles of Incorporation. He did not take an oath, but he is personally known to me.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 16th day of March, 1995

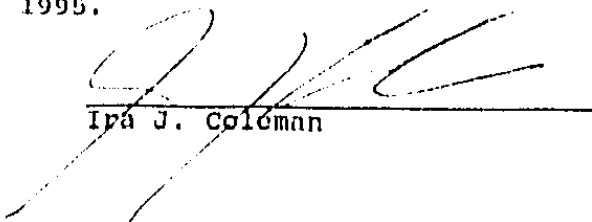
My Commission expires:



CERTIFICATE NAMING REGISTERED AGENT UPON WHOM  
PROCESS MAY BE SERVED

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR  
NATIONAL CENTER FOR MEN'S HEALTH, INC., AT THE PLACE DESIGNATED IN  
ARTICLE VI OF THE ARTICLES OF INCORPORATION, I HEREBY AGREE TO ACT  
IN THIS CAPACITY, AND FURTHER AGREE TO COMPLY WITH THE PROVISIONS  
OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF MY  
DUTIES. I AM FAMILIAR WITH AND ACCEPT THE DUTIES AND  
RESPONSIBILITIES OF REGISTERED AGENT FOR SAID CORPORATION.

DATED THIS 16TH DAY OF MARCH, 1995.

  
Ipa J. Coleman

FILED  
95 MAR 17 PM 6 28  
FBI - MEMPHIS