

BRUCE JAY TOLAND

A PROFESSIONAL ASSOCIATION

800 HIGH WELLS AVENUE
SUITE 1000
MIAMI, FLORIDA 33130

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BRUCE JAY TOLAND

RONA Z. BERMAN, CLU
JAMES M. EIDEMAN
STACEY SCHMIDT, CGLU
GARY H. KOHNIG
HOWARD D. BEICH
KELLY S. ROBERTS
JEFFREY D. RUMFESTIN
OF COUNSEL

ADMITTED IN PENNSYLVANIA & NEW JERSEY
ADMITTED IN NEW YORK

March 4, 1995

Bureau of Corporate Records
Division of Corporations
P.O. Box 327
Tallahassee, Florida 32314

Re: BRRCL, INC.

Dear Sir or Madam:

With reference to the above-captioned corporation, please find enclosed TWO original executed copies of the Articles of Incorporation, along with check, payable to the Secretary of State, in the amount of \$122.50, in payment of the following:

Filing fee:	\$35.00
Certified copy fee:	52.50
Registered Agent filing fee:	<u>35.00</u>
	\$122.50

Please return one certified stamped original copy of the Articles of Incorporation to the attention of the undersigned.

Thank you for your usual prompt assistance in this regard.

Very truly yours,

BRUCE JAY TOLAND, P.A.

By: Bruce Jay Toland, Esq.

BJT:cb

T. BROWN MAR 21 1995

95 MAR 20 PM 1:31
FILED
SECRET
TALLAHASSEE
FLORIDA

ARTICLES OF INCORPORATION OF
BRRC, INC.

FILED
95 MAR 20 PM 1:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of the Corporation is, **BRRC, Inc.**

ARTICLE II
DURATION

This Corporation shall commence its existence upon the filing of these Articles of Incorporation and shall continue perpetually thereafter.

ARTICLE III
PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business under the laws of the State of Florida.

ARTICLE IV
PRINCIPAL OFFICE

The principal office of the corporation is: BRRC, INC., c/o 5385 N.E. 2nd. Avenue, Miami, Florida 33137

ARTICLE V
MAILING ADDRESS

The mailing address of the corporation is: c/o 5385 N.E. 2nd. Avenue, Miami, Florida 33137.

ARTICLE VI
CAPITAL STOCK

This Corporation is authorized to issue One Thousand (1,000) shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares."

ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of this Corporation is c/o Bruce Jay Toland, Esq., 800 Brickell Avenue, Suite 1100, Miami, Florida 33131, and the name of the initial Registered Agent of this Corporation at that address is Bruce Jay Toland, Esq.

ARTICLE VIII
INCORPORATOR

The name and address of the person signing these Articles is:

<u>Name</u>	<u>Address</u>
Blair Retchin	c/o 5385 N.E. 2nd. Avenue Miami, Florida 33137

ARTICLE IX
POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE X
AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment to them, and any rights conferred upon the shareholders are subject to this reservation.

ARTICLE XI

INITIAL BOARD OF DIRECTORS AND OFFICERS

This Corporation shall have two (2) director initially. The number of directors may be either increased or diminished from time to time as provided in the Bylaws of the Corporation. The names and addresses of the initial Directors of the Corporation and Officers are:

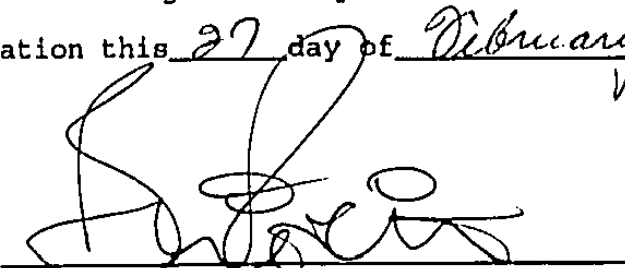
Blair Retchin

c/o 5385 N.E. 2nd. Avenue
Miami, Florida 33137

Roberto Cruz, M.D.

c/o 5385 N.E. 2nd. Avenue
Miami, Florida 33137

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 27 day of February, 1995.


Blair Retchin

STATE OF FLORIDA:
 : SS:
COUNTY OF DADE :

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgements, BLAIR RETCHIN, who is personally known to me and who did not take an oath and, who executed the foregoing Articles of Incorporation, and he acknowledged before me that he signed and executed the same for the purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Miami, Dade County, Florida, this 27 day of February, 1995.

Catalina Balleste

NOTARY PUBLIC, State of Florida
at Large



FILED
95 MAR 20 PM 1:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING REGISTERED OFFICE
FOR SERVICE OF PROCESS
WITHIN THE STATE OF FLORIDA, NAMING REGISTERED AGENT
UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTIONS 607.0501 AND 48.091, FLORIDA
STATUTES, THE FOLLOWING IS SUBMITTED:

THAT **BRRC, Inc.**, DESIRING TO ORGANIZE OR QUALIFY UNDER THE
LAWS OF THE STATE OF FLORIDA, HAS NAMED, **Bruce Jay Toland, Esq.**
LOCATED AT **800 Brickell Avenue, Suite 1100, Miami, Florida 33131**,
AS ITS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE
STATE OF FLORIDA.



Bruce Jay Toland

2/27/95

DATE

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 THE CAPACITY OF REGISTERED AGENT, AND I FURTHER
AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE
PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.



Bruce Jay Toland

P95000022733

LAW OFFICES OF
BRUCE JAY TOLAND

A PROFESSIONAL ASSOCIATION

801 BRICKELL AVENUE
SUITE 1801
MIAMI, FLORIDA 33131

TELEPHONE: (305) 381-7999
BROWARD: (954) 463-8008
TELEFAX: (305) 381-8203

BRUCE JAY TOLAND, Esq.

JAMES M. FISHMAN, P.A.
OF COUNSEL

November 21, 1996

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

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-12/03/96--01120--015
++++\$35.00 +++++\$35.00

RE: Certificate Of Amendment Of Certificate Of Incorporation Of
BRRC, Inc.

Dear Sir or Madam:

Enclosed please find two (2) executed duplicate originals of
the Certificate Of Amendment Of Certificate Of Incorporation Of
BRRC, Inc., together with check, payable to the Secretary of State,
in the amount of \$35.00 for your filing fee.

Please return one certified stamped original of the
Certificate Of Amendment to the undersigned.

Thank you for your attention to this matter.

Very truly yours,

BRUCE JAY TOLAND, P.A.

By: 
Bruce Jay Toland, Esq.

BJT:gvk
enclosures

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SH 12/6

FILED
96 DEC -2 PM 2:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF AMENDMENT OF CERTIFICATE
OF INCORPORATION OF
BRRC, INC.**

(Under Florida Statutes §607.1003 & §607.1006)

FILED
96 DEC -2 PM 2:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned **Blair Retchin**, being the President and Secretary of the Corporation hereby certify:

1. The name of the Corporation is **BRRC, INC.**
2. The Certificate of Incorporation was filed by the Department of State on March 20, 1995.
3. The Certificate of Incorporation is hereby amended to change the name and the principal place of business of the Corporation as set forth in Article I of the Certificate of Incorporation, to read:

ARTICLE I. NAME

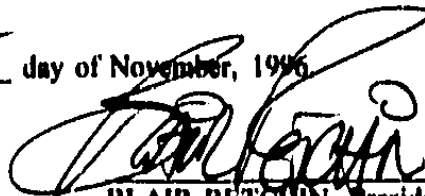
The name of the corporation shall be: **344TH Street Medical Plaza, Inc.**

The address of the principal office of this corporation shall be **646 West Palm Drive, Florida City, Florida 33034**, and the mailing address of the corporation shall be **c/o 54th Street Medical Plaza, 5385 N.E. 2nd Avenue, Miami, Florida 33137**.

4. The above amendment to the Certificate of Incorporation was approved, authorized and adopted by vote of the directors and the holder of a majority of all outstanding shares entitled to vote thereon, at a meeting of the shareholders and directors.

5. The number of votes cast for the above amendment by the shareholders was sufficient for the approval of same.

I have signed this certificate on the 25 day of November, 1996



BLAIR RETCHIN, President and
Secretary

STATE OF FLORIDA
COUNTY OF DADE

BLAIR RETCHIN, being duly sworn, deposes and says that he is the President and Secretary of the Corporation and the person who executed the foregoing certificate, that he has read the Certificate Of Amendment and knows the contents thereof, and that the statements contained therein are true.

SWORN TO before me this 26 day of November, 1996.


NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE



CARMEN CABRERA
My Commission OCS11186
Expires Sep. 14, 1997

Typed, printed or stamped name of
Notary Public