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Law Office
of
Ira Pozen
1120 TWO DATRAN CENTER
9130 SOUTH DAIKLAND BOULEVARD
MIAMI, FLORIDA 33156

IRA POZEN

OF COUNSEL
RONALD E. DOBELSTEIN

TELEPHONE
AREA CODE 305
670-1800
FAX
670-4627

May 5, 1995

Secretary of State
Division of Corporations
Articles Filing
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Tallahassee, Florida 32314

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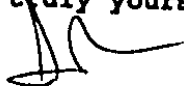
Re: Stephen Halpert, M.D., P.A.
Our File No. 95-6814

Dear Secretary of State:

Enclosed please find an original and copy of the ARTICLES OF INCORPORATION OF STEPHEN HALPERT, M.D., P.A. and the following:

1. My IOTA Trust Account Check Number 2118 made payable to the order of Secretary of State in the sum of \$122.50. Kindly return a Certified Copy of the ARTICLES to the undersigned via the enclosed self addressed envelope.

Very truly yours,



Ira Pozen
IP/pah
Enclosures

cc: Stephen Halpert, M.D.

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S/O

ARTICLES OF INCORPORATION

OF

STEPHEN HALPERT, M.D., P.A.

I, STEPHEN HALPERT M.D., the undersigned, hereby execute these Articles of Incorporation for the purpose of becoming a professional association under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida providing for the formation, rights, privileges, immunities and liabilities of professional associations for profit.

ARTICLE I

The name of the professional association is:

STEPHEN HALPERT, M.D., P.A.

ARTICLE II

The general nature of the business to be conducted shall be:

Practice of Medicine

The professional association may engage in any activity or business permitted under the laws of the United States of American and the State of Florida, pursuant to Florida Statutes Chapter 621.

ARTICLE III

The maximum number of shares of stock that this professional association is authorized to have outstanding at any time is 100 shares of common stock of a ONE DOLLAR (\$1.00) per value. All of said stock and the value thereof are issued in accordance with Section 1361 and 1244 of the Internal Revenue Code and the regulations issued thereunder, and said offering of this stock under said provisions of the Internal Revenue Code is to continue for so long as permissible

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pursuant to the Internal Revenue Code.

ARTICLE IV

This professional association shall have perpetual existence.

ARTICLE V

The initial street address of the principal office of this professional association shall be 8004 SW 102nd Street, Miami, Dade County, Florida 33156. The Board of Directors may, from time to time, designate such other post office address and place of the principal office of this professional association as it may see fit.

ARTICLE VI

The number of Directors of this professional association shall be as provided by the By-laws, but shall not be less than one (1) in number, nor more than three (3), and shall be one in number until otherwise fixed or changed by the By-laws.

ARTICLE VII

The names and addresses of each subscriber to these Articles of Incorporation, and the number of shares of stock which each agrees to take, are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO OF SHARES</u>
STEPHEN HALPERT, M.D.	8004 SW 102nd Street Miami, Florida 33156	100

ARTICLES VIII

The names and addresses of the first Board of Directors who, subject to the provisions of the Articles of Incorporation, the By-laws of this professional

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association, and the laws of the State of Florida, shall hold office for the first year of the professional association's existence or until their successors are elected and have qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
STEPHEN HALPERT, M.D.	8004 SW 102nd Street Miami, Florida 33156	Sole officer Sole stockholder Director President

ARTICLE IX

These Articles of Incorporation shall be effective upon filing with the Secretary of State.

ARTICLE X

The address of the registered office of the professional association shall be 8004 SW 102nd Street, Miami, Florida 33156, and the name of the Registered Agent shall be STEPHEN HALPERT, M.D., who maintains an office at the above mentioned address.

ARTICLE XI

These Articles of Incorporation may be amended in the manner provided by law. Each amendment shall be approved by the Board of Directors, proposed by then to the stockholders, and approved at the stockholders' meeting by (at least) a majority of the stockholders entitled to vote thereon, unless all of the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

IN WITNESS THEREOF, I, the undersigned, being the original subscriber to the capital stock hereinbefore named, have hereunto set my hand and seal at Miami, Dade County, Florida, this 4 day of May, 1995, for the purpose of forming this professional association to do business both within and

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without the State of Florida, and in pursuance of the Corporation Law of the State of Florida, these Articles of Incorporation, and certify that the facts herein stated are true.

Stephen Halpert
STEPHEN HALPERT, M.D. (Seal)

Stephen Halpert
REGISTERED AGENT-STEPHEN HALPERT, M.D. (Seal)

STATE OF FLORIDA)
COUNTY OF DALLAS) ss.

I HEREBY CERTIFY that on this day, before me, an officer duly-authorized in the State aforesaid and in the County aforesaid to take acknowledgements, personally appeared **STEPHEN HALPERT, M.D.**, to me personally known and known to me to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged and took an oath before me that he signed same for the purposes therein expressed.

WITNESS my hand and official seal at Miami, Dade County, Florida, this 4 day of May, 1995.

Carol Schuff Peters
Notary Public, State of Florida

My Commission Expires:

STATE OF FLORIDA)
COUNTY OF DALLAS) ss.

Printed Name of Notary



I HEREBY CERTIFY that on this day, before me, an officer duly-authorized in the State aforesaid and in the County aforesaid to take acknowledgements, personally appeared **STEPHEN HALPERT, M.D.**, to me personally known and known to me to be the person described in and who, as Registered Agent, executed the foregoing Articles of Incorporation, and he acknowledged and took an oath before me that he is hereby familiar with and accepts the duties and responsibilities as Registered Agent for said professional association and signed same for the purposes therein expressed.

WITNESS my hand and official seal at Miami, Dade County, Florida, this 4 day of May, 1995.

Carol Schuff Peters
Notary Public, State of Florida

My Commission Expires:

Printed Name of Notary

