

MIAMI (305) 789-3200 • HOWARD (305) 483-6140
FAX (305) 789-3398

1. MICHAEL J. BROWN
 2. JAMES E. BROWN
 3. JAMES E. BROWN
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MICHAEL E. RYAN
 ALAN H. FINE
 JAMES M. RIVANS
 LAMAR C. TACI
 PHILIP A. ...
 CHRISTINA ...
 FRANCIA ...
 MICHAEL ...
 MICHAEL ...
 MICHAEL ...
 MICHAEL ...
 ELIZABETH J. KELLEN
 MICHAEL E. REVEN
 FREDERICK K. ...
 ROBERT I. ...

THOMAS A. WYNN
 VERNON W. WYNN
 KEVIN J. WYNN
 JEFFREY L. WYNN
 J. WYNN
 THOMAS W. WYNN
 FRANCIS W. WYNN
 ALAN W. WYNN
 ALAN W. WYNN
 LYNN W. WYNN
 JAMES E. WYNN
 JOHN W. WYNN
 JOHN W. WYNN
 ROBERT C. WYNN
 PATRICIA A. WYNN
 ELIZABETH C. WYNN

D. ROBERT
 STEVEN
 CLARK
 MICHAEL
 MAURICE
 CURTIS H.
 PHILIP D.
 MARK D.
 JIM CLARE
 DAN M.
 SIMON S.
 JENNIFER L.

OWEN B. THISTLE
BENIGN COUNSEL

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June 22, 1995

VIA COURIER

Division of Corporations
Trademark Section
409 E. Gaines Street
Tallahassee, Florida 32399

RE: NICHOLSON MEDICAL MANAGEMENT, INC.
(Our File No. 33783.000)

To Whom It May Concern:

Enclosed for filing are two originally executed copies of the Articles of Incorporation of Nicholson Medical Management, Inc., together with this firm's check in the amount of \$122.50, representing the appropriate filing, registered agent and certified copy fees.

Once filed, please return the certified copy to us in the enclosed, post-paid envelope provided for your convenience.

Of course, if you should have any questions with respect to the foregoing, please feel free to contact me collect at the above-referenced number.

Sincerely,

Teddy D. Klinghoffer

Enclosures

MIAMI

FORT LAUDESDALE

TAMPA

ARTICLES OF INCORPORATION
OF
NICHOLSON MEDICAL MANAGEMENT, INC.

FILED
95 JUL -3 PM 4:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME AND ADDRESS

The name of this corporation is NICHOLSON MEDICAL MANAGEMENT, INC. The address of the principal office and the mailing address of this corporation is 5015 SW 88th Street, Miami, Florida 33156.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which this corporation shall have authority to issue is One Thousand (1,000) shares of common stock, all of which are to have a par value of One Cent (\$.01) per share. The Board of Directors shall fix the consideration to be received for each share. Such consideration shall consist of any tangible or intangible property or benefit to this corporation, including cash, promissory notes, services performed or written promises to perform services and shall have a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE IV - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any unissued or treasury shares of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V - INITIAL REGISTERED

OFFICE AND AGENT

The street address of the initial registered office of this corporation and the name of the initial registered agent of this corporation at such office is:

<u>Name</u>	<u>Address</u>
Teddy D. Klinghoffer	Stearns Weaver Miller Weissler Alhadeff & Sitterson, P.A. 150 W. Flagler Street Suite 2200 Miami, Florida 33130

ARTICLE VI - COMMENCEMENT

This corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State.

ARTICLE VII - INITIAL

BOARD OF DIRECTORS

The initial Board of Directors of this corporation shall be comprised of one person. The number of directors may be either increased or decreased from time to time as provided for in the Bylaws of this corporation, but shall never be less than one. The name and address of the sole member of the initial Board of Directors of this corporation is:

<u>Name</u>	<u>Address</u>
Don H. Nicholson, M.D.	5015 SW 88th Street Miami, Florida 33156

ARTICLE VIII - INCORPORATOR

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

<u>Name</u>	<u>Address</u>
Teddy D. Klinghoffer	Stearns Weaver Miller Weissler Alhadeff & Sitterson, P.A. 150 W. Flagler Street Suite 2200 Miami, Florida 33130

ARTICLE IX - BYLAWS

The power to alter, amend or repeal the Bylaws shall be vested in each of the Board of Directors and the shareholders of this corporation.

ARTICLE X - INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director of this corporation, to the fullest extent permitted by law.

ARTICLE XI - AMENDMENT

This corporation reserves to its shareholders the right to amend or repeal any provisions now or hereafter contained in these Articles of Incorporation. Any rights which these Articles may confer upon this corporation may be modified or cancelled by a vote of the shareholders to amend or repeal said Articles.

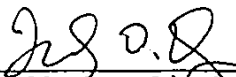
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 22nd day of June, 1995.


Teddy D. Klingboffer
Incorporator

FILED
95 JUL -3 PM 4:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0501 of the Florida Statutes.


Teddy D. Klingboffer,
Registered Agent