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Admitted in Ohio Only, Practice Limited
to Matters of Federal Tax Law

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July 17, 1995

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: Parent Partnership GP, Inc.

Dear Sir or Madam:

Enclosed are two (2) original Articles of Incorporation and
Registered Agent forms for the captioned corporation.

One (1) original is to be filed in your office and one (1)
original is to be certified and returned to this office. Also
enclosed is our client's check in the amount of \$122.50 for:

Receiving, filing and indexing Articles of Incorporation	\$ 35.00
Certified copy of Articles of Incorporation	52.50
Registered Agent Fee	<u>35.00</u>
TOTAL	\$122.50

DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

95 JUL 20 AM 11:29

FILED

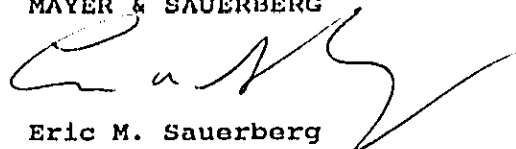
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Secretary of State
Division of Corporations
July 17, 1995
Page 2

Please telephone me if there is any reason why these requests cannot be met promptly. Thank you for your attention to these matters.

Sincerely,

MAYER & SAUERBERG

A handwritten signature in dark ink, appearing to read 'E. M. Sauerberg', with a long, sweeping horizontal stroke extending to the right.

Eric M. Sauerberg

EMS:rjc
Enclosures

laquis\ltras\artpar.ltr

ARTICLES OF INCORPORATION
OF
PARENT PARTNERSHIP GP, INC.

FILED

JUL 20 AM 11:29
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, Florida Statutes §607.0101, et seq., hereby adopt the following Articles of Incorporation:

ARTICLE ONE

1.01 The name of this corporation is PARENT PARTNERSHIP GP, INC.

ARTICLE TWO

2.01 The corporation is to have perpetual existence.

ARTICLE THREE

3.01 The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act. The corporation shall have all powers permitted to a corporation under the Florida Business Corporation Act as enumerated in Florida Statute §607.0302 and §607.0303.

ARTICLE FOUR

4.01 The aggregate number of shares which the corporation shall have the authority to issue is 1,000, all of which shall be common shares with a par value of \$1.00 per share.

ARTICLE FIVE

5.01 The street address of the initial registered office of the corporation is 10168 W. Sample Road, Coral Springs, Florida 33065, and the name of the initial Registered Agent at that address is GEORGE A. LAQUIS, M.D.

ARTICLE SIX

6.01 The name and address of the incorporator of this corporation is:

Name

GEORGE A. LAQUIS, M.D.

Address

10168 W. Sample Road
Coral Springs, Florida 33065

ARTICLE SEVEN

7.01 One (1) director shall constitute the initial Board of Directors of the corporation, but the Bylaws may provide for such increase or decrease in number thereof as is authorized by law.

7.02 The name and address of the member of the first Board of Directors is:

Name

Address

GEORGE A. LAQUIS, M.D.

10168 W. Sample Road
Coral Springs, Florida 33065

ARTICLE EIGHT

8.01 Nothing in these Articles of Incorporation shall be taken to limit the power of this corporation.

ARTICLE NINE

9.01 The effective date of this corporation shall be the date upon which these Articles of Incorporation are filed with the Secretary of State.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation this 29th day of June, 1995.

By: _____

GEORGE A. LAQUIS, M.D.,
Incorporator

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 29th day of June, 1995 by GEORGE A. LAQUIS, M.D., who is personally known to me or who produced the identification indicated above his signature, and who did () or did not (X) take an oath.



ERIC M SAUERBERG
My Commission CC430088
Expires Feb. 14, 1999
Bonded by HAI
800-422-1555

Notary Public
Printed Name:
My Commission Expires:
My Commission Number:

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First, that PARENT PARTNERSHIP GP, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 10168 W. Sample Road, Coral Springs, Florida 33065.

Second, named GEORGE A. LAQUIS, M.D. located at 10168 W. Sample Road, Coral Springs, Florida 33065, as its Agent to accept service of process within Florida.

GEORGE A. LAQUIS, M.D.,
Incorporator

DATE: June 29, 1995

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 this capacity and I further agree to comply with provisions of all Statutes relative to the proper and complete performance of my duties.

GEORGE A. LAQUIS, M.D.
Registered Agent

DATE: June 29, 1995

FILED
JUN 30 1995
TALLAHASSEE, FLORIDA