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PR500064485

ACCOUNT NO. : 072100000032

REFERENCE : 665781 137671A

AUTHORIZATION :

COST LIMIT : 9 PPD

ORDER DATE : August 21, 1995

ORDER TIME : 10:50 AM

ORDER NO. : 665781

CUSTOMER NO: 137671A

CUSTOMER: Richard L. Williams, Esq
WILLIAMS & KIRKPATRICK, P.A.

Suite 865
2601 South Bayshore Drive
Miami, FL 33133

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DOMESTIC FILING

NAME: MEDICUS HEALTH CENTERS, INC.

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jennifer Moran

EXAMINER'S INITIALS:

T. BROWN AUG 21 1995

RECEIVED
95 AUG 21 10:35
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
MEDICUS HEALTH CENTERS, INC.**

FILED
95 AUG 21 PM 2:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the laws of Florida, adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation is: Medicus Health Centers, Inc. The purpose of the corporation is to undertake any business lawfully permitted to it.

ARTICLE II

MAILING ADDRESS

The mailing address of the corporation is: 1521 S.W. 102 Avenue, Miami, FL 33174.

ARTICLE III

CAPITAL STOCK

The number of shares of stock that the corporation is authorized to issue is One Thousand (1,000) shares, \$1.00 par value per share, of common stock. Each issued and outstanding share of common stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The street address of the corporation's initial registered office is 2601 South Bayshore Drive, Miami, FL 33133, Suite 1250. The initial registered agent is Richard L. Williams.

ARTICLE V

INCORPORATORS

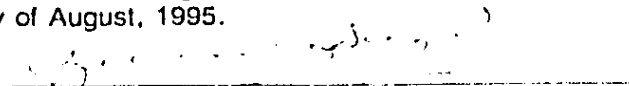
The name and street address of the incorporator is Lilian Diego, 1521 S.W. 102 Avenue, Miami, FL 33174.

ARTICLE VI

INDEMNIFICATION

The corporation shall indemnify any present or former officer, director, or person exercising powers and duties of an officer or a director, to the full extent now or hereafter permitted by law.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation this Eighteenth day of August, 1995.



Lillian Diego

**CERTIFICATE OF ACCEPTANCE BY
REGISTERED AGENT**

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of Medicus Health Centers, Inc., a Florida Corporation, in the Corporation's Articles of Incorporation:

Having been named as the registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's Articles of Incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and the undersigned is familiar with and accepts the obligations of his position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 18 day of August, 1995.


Richard L. Williams