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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: STRAWN & MONAGHAN, P.A.
54 NE 4TH AVE
DELRAY BEACH FL 33483-
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PHONE: (407) 278-9400
FAX: (407) 278-9462

(((H95000010445)))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: SHAMES MEDICAL MANAGEMENT, INC.
FAX AUDIT NUMBER: H95000010445
CURRENT STATUS: REQUESTED
DATE REQUESTED: 09/19/1995
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95 SEP 19 PM 3:08
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TALLAHASSEE, FLORIDA

95 SEP 19 AM 11:45

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ARTICLES OF INCORPORATION

OF

SHAMES MEDICAL MANAGEMENT, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I. - Name

The name of this corporation is Shames Medical Management, Inc.

Article II. - Purpose

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

Article III. - Capital Stock

The aggregate number of shares which this corporation shall have authority to issue is 1,000 shares of common stock, consisting of one class, and having a par value of $1.00.

Article IV. - Preemptive Right

The shareholders of this corporation, having the same kind, class or series of stock, shall have the preemptive right to purchase, at the price which it is offered to others, a pro rata share (as nearly as may be done without issuance of fractional shares) of unissued or treasury shares of the corporation; or securities of the corporation convertible into or carrying a right to subscribe to or acquire shares.

Article V. - Principal Office or Mailing Address; Resident Agent

The mailing address of the corporation and the initial registered office of this corporation is 430 N.W. 112th Avenue, Coral Springs, Florida 33071, and the name of the initial

Jeffrey L. Cohen, Esq. (Florida Bar #703966)
Strawn, Monaghan & Cohen, P.A.
54 Northeast Fourth Avenue
Delray Beach, FL 33483
(407) 278-9400

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registered agent of this corporation at that address is ~~Cary B.~~ Shames, D.O.

Article VI. - Initial Board of Directors

This corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time through Bylaws adopted by the shareholders, but shall never be less than one (1). The names and addresses of the initial Directors of this corporation are:

| NAME | ADDRESS |
|---|---|
| Cary B. Shames, D.O. | 430 N.W. 112th Avenue<br>Coral Springs, FL 33071 |
| Dayle Shames | 430 N.W. 112th Avenue<br>Coral Springs, FL 33071 |

Article VII. - Incorporator

The name and address of the Incorporator signing these Articles of Incorporation is:

| NAME | ADDRESS |
|---|---|
| Cary B. Shames, D.O. | 430 N.W. 112th Avenue<br>Coral Springs, FL 33071 |

Article VIII. - Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders; except those Bylaws that may be adopted by the shareholders, and designated as such, shall not be altered, amended or repealed by the Directors.

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Article IX. - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on September 14, 1995.

Cary B. Shames, Incorporator

STATE OF FLORIDA )
)ss:
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared Cary B. Shames, who is personally known to me or who has produced a driver's license as identification and who did not take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 14th day of September, 1995.

Marjorie Kennedy
Notary Public

Print Name: MARJORIE KENNEDY

My Commission Expires: 8/18/98

MARJORIE KENNEDY
My Commission CC401377
Expires Aug. 18, 1998
Bonded by HAI
800-422-1866

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September 14, 1995

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**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 607.0501, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST -- THAT SHAMES MEDICAL MANAGEMENT, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF CORAL SPRINGS, STATE OF FLORIDA, HAS NAMED CARY B. SHAMES, D.O., LOCATED AT 430 N.W. 112TH AVENUE, CORAL SPRINGS, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE _____
CARY B. SHAMES, D.O.
(CORPORATE OFFICER)

TITLE Secretary

DATE 9-14-95

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT DESIGNATION AS THE REGISTERED AGENT FOR THE STATED CORPORATION, AND I HEREBY STATE THAT I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS PROVIDED FOR IN SECTION 607.0505, FLORIDA STATUTES (1989).

SIGNATURE _____
CARY B. SHAMES, D.O.
(RESIDENT AGENT)

DATE 9-14-95

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September 14, 1995

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TALLAHASSEE, FLORIDA

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