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Charlotte H. Danciu

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(407) 392-5445

(407) 393-0022

Revised

(305) 426-1988

George Foster Rd

409 East Gough St

March 6, 1996

Mr. Sean O'Halloran
1505 W. Tharpe Street
Apartment # 234
Tallahassee, FL 32303

Dear Sean:

Pursuant to our telephone conversation today, enclosed please find the Articles of Incorporation and a check for the fee which needs to be filed and returned to my office by federal express.

You need to go to the Capitol and go to the Division of Corporations and tell them you would like to file for a Corporation and wait for it to be filed so that you can return same to us.

I have enclosed a federal express envelope and label. All you need to do is call the 800 number to arrange for federal express to pick it up from you.

If you have any questions, please feel free to call me or Doreen at my office.

Sincerely,

Charlotte H. Danciu

CHARLOTTE H. DANCIU

CHD/dr
Enclosures
FEDERAL EXPRESS

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED

DRG
3/8/96

Will wait

**ARTICLES OF INCORPORATION
OF
A PHYSICIAN FOR WOMEN, P.A.**

FILED
96 MAR -8 PM 12:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, is a natural person, competent to contract, who wishes to form a corporation for profit under the laws of the State of Florida; and further agrees to the following conditions of said corporation.

ARTICLE I

NAME

The name of this corporation is:

A PHYSICIAN FOR WOMEN, P.A.

ARTICLE II

NATURE OF BUSINESS

The general nature of the business and the object and purposes proposed to be transacted by the corporation, and the powers and privileges to be exercised by it shall include all powers that are given to bodies corporate under the statutes of the State of Florida and the Laws of the United States, together with all rights, powers, and privileges incident thereto. Medical Services.

ARTICLE III

DURATION

The corporation shall have perpetual duration.

ARTICLE IV

CAPITAL STOCK

The maximum number of shares this corporation is authorized to have outstanding at any time is seventy five hundred (7500) share of common stock having a par value of one (\$1.00) dollar per share.

ARTICLE V

PRINCIPAL BUSINESS LOCATION

The initial principal business location of this corporation shall be: 2200 Lake Ida Road, Unit 2D, Delray Beach, Florida 33445

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation shall be 2200 Lake Ida Road, Unit 2D, Delray Beach, Florida 33445 and the initial registered agent of this corporation at such office shall be:

PATRICIA A. HARDING, M.D.

who, upon accepting this designation, agrees to comply with the Florida Statutes as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of one member. The number of members of the Board of Directors may be increased or decreased from time to time by a vote of the

stockholders, but in no case shall the number of directors be less than one. The names and addresses of the directors constituting the initial Board of Directors are:

PATRICIA A. HARDING, M.D., 8942 Sonoma Lake Boulevard, Boca Raton, Florida 33432

ARTICLE VIII

INCORPORATOR

The name and street address of the person signing the Articles of Incorporation is:

Patricia A. Harding, M.D., 2200 Lake Ida Road, Unit 2D,
Delray Beach, Florida 33445

Patricia A. Harding, M.D.
PATRICIA A. HARDING, M.D.

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

The foregoing Articles of Incorporation of A PHYSICIAN FOR WOMEN, P.A. are acknowledged before me this 5th day of March, 1996 by PATRICIA A. HARDING, M.D., Incorporator.

Charlotte H. Danciu
Notary Public
State of Florida
My Commission Expires:



CHARLOTTE H. DANCIU
Commission # CC 278739
Expires May 14, 1997

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for A
PHYSICIAN FOR WOMEN, P.A. at the place designated in the
Articles of Incorporation, PATRICIA A. HARDING, M.D. agrees
to act in this capacity and agrees to comply with the
provisions of the Florida Statutes relative to keeping open
such office.

Patricia A. Harding, M.D.
PATRICIA A. HARDING, M.D.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA