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CARTER & CONNOLLY

JOHN E. CARTER
ANDREW J. CONNOLLY
RACHEL T. FLATLEY
CARLA T. REECE

ROBERT T. CARLILE
OF COUNSEL
ANNETTE FRIEDMAN
OF COUNSEL

March 11, 1996

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*****70.00 *****70.00

Corporate Records Bureau
Div. of Corporations - Dept. of State
P. O. Box 6327
Tallahassee, FL 32301

Re: THE INTERNATIONAL PHYSICIAN, INC.

Dear Sir:

Enclosed please find the original Articles of the above proposed corporation together with my check in the amount of \$70.00 to cover the following:

Filing Fee	\$35.00
Registered Agent Designation	<u>35.00</u>
Total	\$70.00

Thank you for your assistance in this matter.

Sincerely yours,

Andrew J. Connolly
AJC:dw
Encs.
cc: CLIENT

FILED
96 MAR 14 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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1200 N. Federal Highway, Suite 312
Boca Raton, Florida 33432
407-365-9900 Brownrd 954-427-0933

L SN MAR 20 1996

ARTICLES OF INCORPORATION
OF
THE INTERNATIONAL PHYSICIAN, INC.

FILED
96 MAR 14 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME:

The name of this corporation is: THE INTERNATIONAL PHYSICIAN, INC.

ARTICLE II

PRINCIPAL OFFICE:

The street address of the initial principal office of this corporation shall be: 801 Meadows Road, #105, Boca Raton, Florida 33486.

ARTICLE III

PURPOSE: This corporation is organized to engage in any lawful business.

ARTICLE IV

CAPITAL STOCK:

This corporation is authorized to issue 500 shares of Common Stock at the par value of \$1.00 per share.

ARTICLE V

REGISTERED AGENT:

The name and address of the initial registered agent of this corporation is: JOHN E. CARTER, 1200 N. Federal Hwy., Suite 312, Boca Raton, Florida 33432.

ARTICLE VI

INCORPORATOR:

The name and address of the person signing these Articles is:
Tanveer Sheikh, 801 Meadows Road, #105, Boca Raton, Florida 33486

ARTICLE VII

INDEMNIFICATION:

The corporation shall indemnify any officer or director or any former officer or director to the extent permitted by law.

ARTICLE VIII

AMENDMENT:

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

ARTICLE IX

CONFLICT OF INTEREST:

No contract, act or transaction of this corporation with any person or persons, firm or other corporation, in the absence of fraud or wrongdoing, shall be affected or invalidated by the fact that any shareholder or officer of this corporation is a party to or interested in such contract, act or transaction, or in any way connected with the said person, persons, firm, or corporation and each and every person who may become an officer, shareholder, or fiduciary of this corporation is hereby relieved from any liability that might otherwise exist from contracting with this corporation for the benefit of himself or any other firm, association or

IN WITNESS WHEREOF, the undersigned Incorporator executes these Articles of Incorporation this 6th day of March, 1996.

Tanveer S. Sheikh
TANVEER SHEIKH Incorporator

COUNTY OF PALM BEACH

THE FOREGOING INSTRUMENT was acknowledged before me this 6th day of March, 1996, by TANVEER SHEIKH who is personally known to me.

Deborah L. Walker
NOTARY PUBLIC
DEBORAH L. WALKER
My Comm Exp. 9/06/97
Bonded By Service Ins
No. CC296209

MY COMMISSION EXPIRES:

ACCEPTANCE OF REGISTERED AGENT

I hereby accept the appointment as Registered Agent of: THE INTERNATIONAL PHYSICIAN, INC., and my address for that purpose is: 1200 N. Federal Hwy., Suite 312, Boca Raton, Florida 33432.

JOHN E. CARTER

SECRETARY OF STATE
TALLAHASSEE, FLORIDA