

5/06/96
1:39 PM

FLORIDA DIVISION OF CORPORATIONS

((H96000006398))

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAMES STREET
TALLAHASSEE, FL 32399

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FAX: (904) 922-4000
FROM: AORN & ZEDER, P.A.
2801 S. DAYMON
SUITE 100
MIAMI FL 33133-

CONTACT: JUSTIN T WILSON
PHONE: (305) 860-7098
FAX: (305) 850-4777

((H96000006398))
OR P.A.

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION

NAME: ROBERT K. KHOURI, M.D., P.A.

FAX AUDIT NUMBER: H96000006398

CURRENT STATUS: REQUESTED

DATE REQUESTED: 05/06/1996

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DIVISION OF CORPORATIONS

96 MAY -6 PM 3:10

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96 MAY -6 PM 4:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

ROBERT K. KHOURI, M.D., P.A.

The undersigned, acting as Incorporator, signs the following Articles of Incorporation for the purpose of forming a professional service corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:

Robert K. Khouri, M.D., P.A. (the "Corporation")

ARTICLE II

The existence of the Corporation shall commence upon the filing of these Articles of Incorporation by the Department of State and shall be perpetual.

ARTICLE III

The general purposes for which the Corporation is initially organized are:

This instrument prepared by:
Justin T. Wilton
2601 S. Bayshore Drive
Suite 1600
Miami, Florida 33133
(305) 450-5555

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95 MAY -6 PM 4:55
SECRETARY OF STATE
ALBANY, NEW YORK

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To render the following specific professional service (as defined in Section 621.03 of the Professional Service Corporation and Limited Liability Company Act) and none other, to wit: the personal services rendered by physicians and surgeons as provided by Chapter 458 of the Florida Statutes or any successor statute providing therefor.

And in connection therewith and in furtherance thereof, to possess and exercise all the powers and privileges granted by the Florida Business Corporation Act or by any other law of Florida or by these Articles of Incorporation together with any powers incidental thereto, so far as such powers and privileges are consistent with, and not prohibited by, the Professional Service Corporation and Limited Liability Company Act.

ARTICLE IV

The maximum number of shares which the Corporation shall have authority to issue shall be 1,000 shares of common stock, having a par value of \$.01 per share.

ARTICLE V

The initial registered agent and street address of the

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initial registered office of the Corporation shall be:

A Z Registered Agent Corporation
2601 S. Bayshore Drive
Suite 1600
Miami, Florida 33133

ARTICLE VI

This Corporation shall have one director initially. The name and address of the initial director of the Corporation, who shall hold office until his successor is elected and qualified or until his earlier resignation or removal from office is:

Robert K. Khouri, M.D.
c/o D. Cordova, C.P.A. & Associates, P.A.
4649 Ponce de Leon Blvd.
Suite 400
Coral Gables, Florida 33146

The number of directors may be increased or decreased from time to time pursuant to the Bylaws of the Corporation, but shall not be less than one.

ARTICLE VII

The name and address of the Incorporator of the Corporation is:

A Z Registered Agent Corporation
2601 S. Bayshore Drive
Suite 1600
Miami, Florida 33133

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ARTICLE VIII

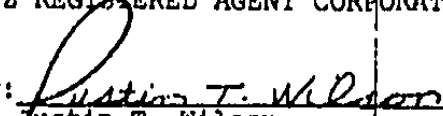
The mailing address of the Corporation is:

c/o D. Cordova, C.P.A. & Associates, P.A.
4649 Ponce de Leon Blvd.
Suite 400
Coral Gables, Florida

Executed at Miami, Florida this 2nd day of May, 1996.

A Z REGISTERED AGENT CORPORATION

By:


Justin T. Wilson,
Secretary and Treasurer

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ACCEPTANCE BY REGISTERED AGENT

Having been appointed the Registered Agent of Robert K. Khouri, M.D., P.A., the undersigned accepts such appointment, and agrees to act in such capacity.

Dated this 2nd day of May, 1996.

A Z REGISTERED AGENT CORPORATION

By: Justin T. Wilson
Justin T. Wilson,
Secretary and Treasurer

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96 MAY -6 PM 4:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

06/17/96 MON 6/13/96 1:40 AM

ADORNO & ZEDER P.A.

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P960000039084

FLORIDA DIVISION OF CORPORATIONS

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

PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET
FROM: ADORNO & ZEDER, P.A.
2601 S. DAYSHORE DR
SUITE 1600
MIAMI FL 33133-9-0000
CONTACT: JUSTIN T WILSON
PHONE: (305) 860-7098
FAX: (305) 858-4777
DOCUMENT TYPE: BASIC AMENDMENT
NAME: ROBERT K. KHOURI, M.D., P.A.
FAX AUDIT NUMBER: H260000008289
DATE REQUESTED: 06/13/1996
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FLORIDA DIVISION OF CORPORATIONS

96 JUN 17 PM 1:22

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JTW

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 14, 1996

ROBERT K. KHOURI, M.D., P.A.
4649 PONCE DE LEON BLVD.
SUITE 400
CORAL GABLES, FL 33146

SUBJECT: ROBERT K. KHOURI, M.D., P.A.
REF: P96000039084

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

If an amendment was adopted by the incorporators or board of directors without shareholder action, a statement to that effect and that shareholder action was not required must be contained in the document.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6902.

Linda Stitt
Corporate Specialist

FAX Aud. #: H96000008289
Letter Number: 696A00029708

June 17, 1996

ROBERT K. KHOURI, M.D., P.A.
% 4649 PONCE DE LEON BLVD.
SUITE 400
CORAL GABLES, FL 33146

SUBJECT: ROBERT K. KHOURI, M.D., P.A.
REF: P96000039084

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6902.

Linda Stitt
Corporate Specialist

FAX Aud. #: H96000008289
Letter Number: 996A00030028

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
ROBERT K. KHOURI, M.D., P.A.

The undersigned, Director of Robert K. Khouri, M.D., P.A., does hereby adopt these Articles of Amendment to the Articles of Incorporation and amends the Articles as follows:

1. Articles I is hereby amended and restated in its entirety as follows:

The name of the Corporation shall be:

Roger K. Khouri, M.D., P.A.

3. Article VI is hereby amended and restated in its entirety as follows:

This Corporation shall have one director. The name and address of the director of the Corporation, who shall hold office until his successor is elected and qualified or until his earlier resignation or removal from office is:

Roger K. Khouri, M.D.
c/o D. Cordova, C.P.A. & Associates, P.A.
4649 Ponce de Leon Blvd.
Suite 400
Coral Gables, Florida 33146

The number of directors may be increased or decreased from time to time pursuant to the Bylaws of the Corporation, but shall not be less than one.

4. The Acceptance of Registered Agent is hereby amended and restated in its entirety to read as follows:

Having been appointed the Registered Agent of Robert K. Khouri, M.D., P.A., the undersigned accepts such appointment, and agrees to act in such capacity.

This instrument prepared by:
Justin T. Wilson
2601 S. Bayshore Drive, Suite 1600
Miami, Florida 33133
(305) 858-5555

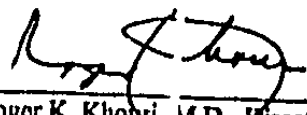
A Z REGISTERED AGENT CORPORATION

By: Justin T. Wilson
Justin T. Wilson, Secretary

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5. These Articles Of Amendment were adopted by the sole director of the Corporation on May 31, 1996, without the necessity of Shareholder approval.


Roger K. Khouri, M.D. Director