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LAW OFFICES OF
CHERYL JULIEN KAUFMAN, P.A.
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May 14, 1996

Via U.S. Mail

Secretary of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Re: Articles of Incorporation of Steven D. Needell, M.D., P.A.

800001824808
-05/16/96--01075--015
*****70.00 *****70.00

Ladies and Gentlemen:

Enclosed please find the original Articles of Incorporation of Steven D. Needell, M.D., P.A. for filing with the Secretary of State of the State of Florida together with a check in the amount of \$70.00. I am also enclosing a copy of the Articles of Incorporation together with a self-addressed stamped envelope. Kindly stamp the copy of the Articles of Incorporation "filed" and return them to me in the enclosed self-addressed stamped envelope.

Thank you for your assistance with this matter. Should you have any questions, please call me.

Very truly yours,

Cheryl Julien Kaufman, P.A.


Cheryl Julien Kaufman

5/16/96
JP

FILED
96 MAY 15 AM 9:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
STEVEN D. NEEDELL, M.D., P.A.**

The undersigned incorporator hereby forms a corporation under Chapter 621 of the laws of the State of Florida.

FILED
96 MAY 15 AM 9:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME.

The name of the corporation shall be: Steven D. Needell, M.D., P.A.

ARTICLE II. ADDRESSES.

The address of the principal office of this corporation shall be 102 Dunwoody Lane, Hollywood, FL 33021, and the mailing address of the corporation shall be the same.

ARTICLE III. NATURE OF BUSINESS.

This corporation may engage in every aspect of the business of rendering medical services to the public that a physician licensed under the laws of the State of Florida is authorized to engage in. This corporation may also engage or transact in any and all lawful activities and businesses permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation (provided such activities and businesses are permitted under Chapter 621 of the Florida Statutes).

ARTICLE IV. CAPITAL STOCK.

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$.01 par value per share.

ARTICLE V. REGISTERED AGENT AND OFFICE.

The street address of the initial registered office of the corporation shall be 11900 Biscayne Boulevard, Miami, FL 33181 and the name of the initial registered agent of the corporation at that address is Dana M. Kaufman.

ARTICLE VI. INCORPORATOR.

The name and street address of the incorporator to these Articles of Incorporation is: Cheryl Julien Kaufman, P.A., 5241 North Bay Road, Miami Beach, FL 33140.

ARTICLE VII. PREEMPTIVE RIGHTS.

Each holder of any stock of the Corporation shall be entitled, as a matter of right, to purchase, subscribe for, or otherwise acquire any new or additional shares of stock of the Corporation of any class, or any options or warrants to purchase, subscribe for or otherwise acquire any such new or additional shares, or any shares, bonds, notes, debentures or other securities convertible into or carrying options or warrants to purchase, subscribe for, or otherwise acquire any such new or additional shares.

ARTICLE VIII. INITIAL DIRECTOR.

The number of directors that this corporation shall have initially is one. The number of directors may be altered from time to time as may be provided in the bylaws. The initial director shall be Steven D. Needell, M.D. whose address is 102 Dunwoody Lane, Hollywood, FL 33021 who shall serve as the sole director until his successor is elected and shall qualify.

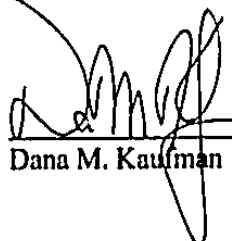
IN WITNESS WHEREOF, the undersigned agent of Cheryl Julien Kaufman, P.A. has hereunto set her hand and seal on May 13, 1996.

Cheryl Julien Kaufman, P.A.

By: 
Cheryl Julien Kaufman, Pres.

ACCEPTANCE OF REGISTERED AGENT

Dana M. Kaufman having a business office identical with the registered agent of the corporation named above and having been designated as the registered agent in the foregoing Articles, is familiar with and accepts the obligations of the position of registered agent under Section 607.0505, Florida Statutes.


Dana M. Kaufman