

JONES, FOSTER, JOHNSTON & STUBBS, P.A.

FILED

96 MAY 30 AM 10:4

SECRET
ALL INFORMATION CONTAINED
HEREIN IS UNCLASSIFIED
DATE 10/10/01 BY 60322 UCBAW

HENRY F. LILIENTHAL
 1902-1982
 HARRY ALLISON JENKINSON
 1908-1983
 RICHARD JONES
 1904-1988
 PAUL G. WILFIE
 1922-1981
 RETIRED
 WILLIAM A. FORTER
 CHIEF COUNSEL
 L. MARTIN FLANAGAN
 JACK A. FLECK

MICHAEL J. HANZ
JOHN CLARK MCHUGHEN
MISTIE L. MCMULLEN
DAVID PIATT
JOHN P. MANICKOFF
STEPHEN J. NORTHMAN
PATRICIA A. RACHO
D. CULVER RABBITO
MICHAEL A. STUPPO
ALLEN H. TROMBSON
JOHN W. THOMPSON
MICHAEL P. WALSH
ADAM K. WATMAN
D. BRIAN WEAVER

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By

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Enclosures

XH
6-4-96

**ARTICLES OF INCORPORATION
OF**

MARCUS J. ZBAR, M.D. & ASSOCIATES, P.A.

FILED
96 MAY 30 11:42
STATE OF FLORIDA
TALLAHASSEE

The undersigned subscriber to these Articles of Incorporation is a physician and duly licensed to render services as such under the Laws of the State of Florida, and hereby presents these Articles for the formation of a corporation under the Professional Service Corporation and Limited Liability Company Act, Chapter 621, Florida Statutes.

ARTICLE I

Name of Corporation

The name of the corporation is MARCUS J. ZBAR, M.D. & ASSOCIATES, P.A.

ARTICLE II

Purpose

This corporation is organized for the purposes of engaging in the practice of medicine, including pathology; to do everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the Corporation, and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment or the purpose or the attainment of the objects

or the furtherance of such purposes or objects of the Corporation; and to conduct those lawful activities that are authorized by Chapter 621, Florida Statutes, as from time to time amended, and to exercise those powers, rights and procedures set forth in Chapter 607, Florida Statutes, Florida Business Corporation Act in a manner not inconsistent with Chapter 621, and for the purpose of transacting any or all lawful business.

The foregoing paragraph shall be construed as enumerating both objects and purposes of the Corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of the Corporation otherwise permitted by law.

ARTICLE III

Capital Stock

A. The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is Ten Thousand (10,000) shares of common stock having a par value of One Dollar (\$1.00) per share, which shares shall be without preemptive rights.

B. All or any portion of the capital stock may be issued in payment for real or personal property, services or any other right or thing having a value, in the judgment of the Board of Directors, and when so issued shall become and be fully paid and nonassessable, the same as though paid for in cash; and the Directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

ARTICLE IV

Commencement and Term of Existence

The Corporation is to exist perpetually commencing on the date of filing with the Secretary of State for the State of Florida.

ARTICLE V

Registered Agent/Registered Office Principal Office, Mailing Address

The initial Registered Agent of this corporation is Marcus J. Zbar, M.D., who is located at the Registered Office of the corporation at 2127 S.W. 27th Terrace, Fort Lauderdale, Broward County, FL 33312, which is also the Principal Office and Mailing Address of the corporation.

ARTICLE VI

Directors and Officers

A. There shall be a Board of Directors consisting of one (1) to five (5) Directors. The election of Directors and term of office is fixed by the By-Laws of the Corporation except that the initial Board of Directors shall consist of one (1) member who shall serve until the first annual meeting of shareholders or until his successor shall be elected and

qualified. The number of Directors shall never be less than one (1). The name and street address of the member of the first Board of Directors is:

Marcus J. Zbar, M.D.
2127 S.W. 27th Terrace
Fort Lauderdale, FL 33312

B. The corporation shall be managed by a President, Secretary and Treasurer. The election and term of office of the officers is fixed by the By-Laws of the Corporation. Any number of offices may be held by the same person. The name of the first officers to hold office for the first year of existence of the Corporation, or until their successors are elected or appointed and shall have qualified are:

Marcus J. Zbar, M.D.
2127 S.W. 27th Terrace
Fort Lauderdale, FL 33312

President/Secretary/Treasurer

C. Any Director may be removed from office by the shareholders entitled to vote thereon at any annual or special meeting of the shareholders for any cause deemed sufficient by such shareholders.

ARTICLE VII

Incorporator

The name and street address of the incorporator who is a physician duly licensed under the laws of the State of Florida to render services as such, is as follows:

Marcus J. Zbar, M.D.
2127 S.W. 27th Terrace
Fort Lauderdale, FL 33312

ARTICLE VIII

Restraint of Issuance and Alienation of Shares

A. Shares of the Corporation's capital stock shall only be issued to individuals who are duly licensed to practice medicine in the State of Florida.

B. No shareholder of the Corporation may sell or transfer his share of stock therein except to another individual who is eligible to be a shareholder of the Corporation. No shareholder of the Corporation shall enter in to a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares. Proxies may be given only to other shareholders.

C. The Corporation and other shareholders have a first right of refusal upon the alienation of shares by a shareholder. In the event of death or disqualification of any shareholder, the remaining shareholders of the Corporation, or the Corporation itself, shall redeem the shares within ninety (90) days of such death or disqualification.

D. Any sale or purported sale or transfer of the shares of the Corporation other than as herein provided shall be null and void.

ARTICLE IX

By-laws

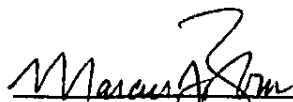
The shareholders of the Corporation shall have the sole power to establish, enact, alter or repeal By-Laws for the management of the Corporation, and the duties of the officer of the Corporation shall be prescribed by such By-Laws. The By-Laws may require a vote or action by more than a majority of Directors or by more than a majority of the shares of shareholders in specified matters.

ARTICLE X

Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, including its name, in the manner now or hereafter prescribed by law, and all rights conferred on officers and shareholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 22nd day of May, 1996.



Marcus J. Zbar, Incorporator

STATE OF FLORIDA

COUNTY OF ~~PALM BEACH~~ BROWARD

The foregoing instrument was acknowledged before me this 22nd day of May,

1996, by Marcus J. Zbar, M.D., who is personally known to me or who produced a driver's license as identification.

(NOTARY SEAL)



CELESTE M. MANNINO
MY COMMISSION # 00296874 EXPIRES
February 18, 1997
BONDOL THRU TROY FARM INSURANCE, INC.

Celeste M. Mannino
Notary Public
Print Name: Celeste M. Mannino
Commission No.: CC 258274
My commission expires: 2/16/97

**CERTIFICATE DESIGNATING REGISTERED OFFICE
FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED**

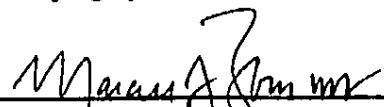
96 MAY 30 11 10 AM
FILED
CLERK OF DISTRICT COURT
JULIA HARRIS

Pursuant to Chapter 48.091 and Chapter 607.034, Florida Statutes, the following is submitted in compliance with said Act:

That MARCUS J. ZBAR, M.D. & ASSOCIATES, P.A., desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation at 2127 S.W. 27th Terrace, Fort Lauderdale, Broward County, FL 33312, has named Marcus J. Zbar, M.D., as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.



Marcus J. Zbar, M.D.

JBM:aw/Zbar/Articles