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ARTICLES OF INCORPORATION OF VEIN CARE SPECIALISTS, INC.

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ARTICLE I - NAME

The name of this corporation is VEIN CARE SPECIALISTS, INC. and its principal place of business is 505 South Flagler Drive, Suite 1330, West Palm Beach, Florida 33401.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of engaging in any and all lawful business within the State of Florida.

ARTICLE IV - BOARD OF DIRECTORS

The corporation shall have one (1) director initially. The number of directors may be either increased or deceased from time to time by the bylaws, but shall never be less than (1). The name and address of the initial director of this corporation is:

BARRY M. MISKIN, M.D. 1000 South Old Dixie Highway, Stc. 304 Jupiter, FL 33458

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 505 South Flagler Drive, Suite 1330, West Palm Beach, Florida 33401, and the name of the initial registered agent of this corporation at that address is SILVIA R. DuBOIS.

ARTICLE VI - CAPITAL STOCK

The total number of shares of stock which the corporation shall have authority to issue is Seven Thousand Five Hundred (7,500) and the par value of each of such shares is One Dollar (\$1,00) amounting in the aggregate to Seven Thousand Five Hundred Dollars (\$7,500.00).

ARTICLE VII - INDEMNIFICATION

This corporation shall, to the fullest extent permitted by the provisions of the Florida General Corporation Law, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaws, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in their official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE VIII - INCORPORATOR

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

SILVIA R. DuBOIS 505 South Flagler Drive, Suite 1330 West Palm Beach, FL 33401

ARTICLE IX - OFFICERS

The following named person shall be all the officers of this corporation from its inception and until his successor is duly elected and qualified:

President/Secretary

BARRY M. MISKIN, M.D.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, this 5th of June, 1996.

SILVIA R. DUBOIS

STATE OF FLORIDA

COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgements, personally appeared SILVIA R. DuBOIS who is personally known to me and who did not take an oath, and that she executed the foregoing instrument, and acknowledged before me that she executed the same freely and voluntarily for the purposes therein expressed.

) s.s.

WITNESS, my hand and official seal, in the state and county aforesaid, this 5th day of June, 1996.

TEALA TAU PARKER

MY COMMISSION # CC 316791

EXPIRES: October 13, 1997

Borded Thru Notary Public Underwriters

Notary Public, State of Florida

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, VEIN CARE SPECIALISTS, INC. desiring to organize under the laws of the State of Florida with its principal office located in the City of West Palm Beach, County of Palm Beach, State of Florida, has named SILVIA R. DuBOIS, whose address is 505 South Flagler Drive, Suite 1330, West Palm Beach, Florida 33401, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named as the registered agent 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 laws of the State of Florida relative to keeping open said office.

Dated: June 5, 1996

SILVIA R DUROIS

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CT CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32301 222-1092
City State Zip Phone

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CORPORATION(S) NAME

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AMENDMENT TO THE ARTICLES OF INCORPORATION OF VEIN CARE SPECIALISTS, INC.

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WHEREAS, the Directors of

VEIN CARE SPECIALISTS, INC., a Florida

corporation, prior to the Issuance of stock in the Corporation, did unanimously approve at a meeting of the directors held on June 21, 1996, subject only to approval thereof by the Secretary of State, State of Florida, amending Article I of its Articles of Incorporation for the purpose of changing the name of the corporation.

NOW, THEREFORE, it is provided that the Articles of Incorporation shall be amended, as follows:

"ARTICLE I - NAME

The name of the corporation is VEIN CARE MEDICAL GROUP, INC." $\,$

IN WITNESS WHEREOF, the undersigned President and Secretary have hereunto set their hands and seals this 21st day of June, 1996.

VEIN CARE SPECIALISTS, INC., a Florida corporation

{Corporate Seal}

BARRY M. MISKIN, M.D., President

ATTEST:

BARRY M. MISKIN, M.D., Secretary

STATE OF FLORIDA

COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgements, personally appeared BARRY M. MISKIN, M.D., the President and Secretary of VEIN CARE SPECIALISTS, who is either personally known to me or who has produced his Florida driver's license as identification, known to be the person described in and who has executed the foregoing Amendment to the Articles of Incorporation and acknowledged before me that he executed the same freely and voluntarily for the purposes therein express d.

WITNESS my hand and official seal in the County and State afores sid this 21st day of June, 1996.

Notary Public

My Commission Expires:

CC328262

MY COMMISSION HUMBER

OF FLO DEC. 18,1997

ard41/Miskin, amd