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LAW OFFICES
COTLER & BASEMAN, P.A.
#435 HOLLYWOOD BOULEVARD
HOLLYWOOD, FLORIDA 33020

TELEPHONE (954) 920-4000
NORTH BROWARD (954) 340-6988
DADE (305) 944-1493
FAX (954) 920-1530

PLEASE REPLY TO HOLLYWOOD

BOCA RATON OFFICE
THE PLAZA - SUITE 801
5305 TOWN CENTER ROAD
BOCA RATON, FLORIDA 33486
(407) 392-1767

RICHARD B. COTLER
ALAN H. BASEMAN
LAURENCE GLAZER
MICHAEL GREENWALD
FREDERICK LEONE, JR.
* FLORIDA BAR CERTIFIED IN
WILLS, TRUSTS & ESTATES
* FLORIDA BAR CERTIFIED IN
TAXATION
* OF COUNSEL

June 5, 1996

Certified Mail

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

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-06/12/96--01034--010
***122.50 ***122.50

Re: Jennings and Associates, Inc.

Dear Sirs:

Enclosed please find one original and one copy of the Articles of Incorporation and Written Acceptance of Appointment as Registered Agent for Jennings and Associates, Inc. Also enclosed is our check in the amount of \$122.50 to cover the cost of filing the Articles of Incorporation. When the Articles have been filed, please forward a certified copy thereof to the undersigned at the Hollywood address indicated above.

Thank you for your cooperation in this matter.

Very truly yours,

Alan H. Baseman

ALAN H. BASEMAN
For the Firm

James J. Jennings
and Associates, Inc.

AHB/bjc
Enclosures
cc: James J. Jennings, M.D.

Shelley GAVE
AUTHORIZATION BY PHONE TO
CORRECT *name*
DATE *6/13/96*
DOC. EXAM. *PR*

Conflict
pg 3-5 + 780
FILED
96 JUN 11 PM 2:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

JAMES J. JENNINGS AND ASSOCIATES, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation shall be JAMES J. JENNINGS AND ASSOCIATES, INC.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 9492 South Dixie Highway, Miami, FL 33156.

ARTICLE III: CAPITAL STOCK

The number of shares that this corporation is authorized to have outstanding at any one time is one thousand (1000) shares having a par value of one dollar (\$1.00) per share.

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The street address of the initial registered office of the corporation is 9492 South Dixie Highway, Miami, FL 33156; and the name of the initial registered agent at that office is James J. Jennings, M.D. The written acceptance of the initial registered agent, as required by Section 607.0501(3), Florida Statutes, is attached to these Articles of Incorporation.

ARTICLE V: INCORPORATOR

The name and street address of the incorporator of these Articles of Incorporation are Alan H. Baseman, 2435 Hollywood Boulevard, Hollywood, Florida 33020.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The name and address of the only member of the initial Board of Directors of this corporation are James J. Jennings, M.D., 9492 South Dixie Highway, Miami, FL 33156

The undersigned has executed these Articles of Incorporation on the 4 day of June, 1996.


James J. Jennings, Incorporator

**WRITTEN ACCEPTANCE OF APPOINTMENT AS
REGISTERED AGENT
FOR**

JAMES J. JENNINGS AND ASSOCIATES, INC.

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement designating its registered office and registered agent in the State of Florida.

1. The name of the corporation is JAMES J. JENNINGS AND ASSOCIATES, INC.

2. The name and address of the registered agent and office are James J. Jennings, M.D., 9492 South Dixie Highway, Miami, FL 33156.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE: _____

James J. Jennings
JAMES J. JENNINGS, M.D.

DATE: _____

6-4-96

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96 JUN 11 PM 2:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA