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KIRKPATRICK & LORRAINE

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VIA FEDERAL EXPRESS

July 8, 1996

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Secretary of State of Florida  
Corporations Division  
P O Box 6327  
Tallahassee, Florida 32314

RECEIVED DATE  
6/27/96

RE: Intercoastal Medical Associates, Inc.

Ladies and Gentlemen:

Enclosed for filing with your offices are Articles of Incorporation, in duplicate, prepared on behalf of the above-referenced proposed Florida corporation. Also enclosed is our check in the amount of \$122.50 in payment of the following incorporation fees:

Filing Fee	\$	35.00
Certified Copy		52.50
Registered Agent Fee		35.00
Total	\$	122.50

FILED  
95 JUL -9 AM 11:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Please return the certified copy of this document to me. Thank you for your cooperation with this matter.

Sincerely,

*Jan Blank*

Jan Blank,  
Lawyer's Assistant to  
Robert C. White, Jr.

cc: Robert C. White, Jr., Esq.

MI1-103766.1

**ARTICLES OF INCORPORATION  
OF  
INTERCOASTAL MEDICAL ASSOCIATES, INC.**

The undersigned, acting as incorporator of Intercoastal Medical Associates, Inc., under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I**

**NAME**

The name of the corporation (the "Corporation") is Intercoastal Medical Associates, Inc.

**ARTICLE II**

**ADDRESS**

The street address of this Corporation shall be c/o Kirkpatrick & Lockhart LLP, 201 South Biscayne Boulevard, 20th Floor, Miami, Florida 33131.

**ARTICLE III**

**DURATION AND COMMENCEMENT OF EXISTENCE**

The duration of the Corporation shall be perpetual commencing on July 5, 1996.

**ARTICLE IV**

**PURPOSE**

The purpose of this Corporation shall be to engage in any activities or business permitted under the laws of the United States and the State of Florida.

57.09.96

FILED  
56 JUL -9 AM 11:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE V

CAPITAL STOCK

The maximum number of shares of stock which this Corporation is authorized to issue is 10,000 shares of common stock having a par value of \$.01 per share.

ARTICLE VI

REGISTERED OFFICE AND AGENT

The street address of the Corporation's registered office shall be 201 South Biscayne Boulevard, 20th Floor, Miami, Florida 33131 and the registered agent for the Corporation at that address shall be Robert C. White, Jr.

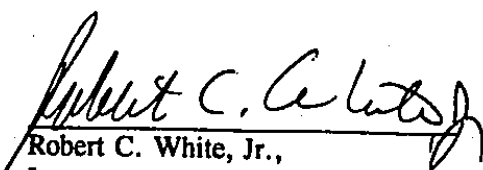
ARTICLE VII

INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Robert C. White, Jr.	c/o Kirkpatrick & Lockhart LLP 201 South Biscayne Boulevard 20th Floor Miami, FL 33131

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

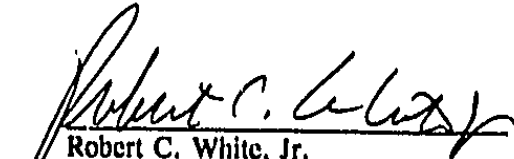
  
Robert C. White, Jr.,  
Incorporator

**CERTIFICATE OF REGISTERED AGENT  
OF**

**INTERCOASTAL MEDICAL ASSOCIATES, INC.**

Having been named to accept service of process for INTERCOASTAL MEDICAL ASSOCIATES, INC., at the place designated in the foregoing Articles of Incorporation, Robert C. White, Jr. agrees to act in this capacity and is familiar with and accepts the obligations provided in Section 607.0505 of the Florida Business Corporation Act.

DATED: July 5, 1996

  
Robert C. White, Jr.

FILED  
JUL -9 AM 11:29  
TALLAHASSEE, FLORIDA