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HONIG, KAPLAN & SEGALL, P.A.
ATTORNEYS AT LAW

GARY D. HONIG*
S. RICHARD KAPLAN
SANDY S. SEGALL
RONALD H. SEGALL

OF COUNSEL
STEVEN M. HONIG†
*ALSO ADMITTED IN MA.
†ADMITTED IN N.J. ONLY

July 31, 1996

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RECEIVED
JUL 31 1996
AM 8:57

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

100001911821
-08/02/96--01065--007
*****70.00 *****70.00

Re: MEDICAL CORPORATION OF FLORIDA

Dear Sir/Madam:

In connection with the filing of the above referenced corporation enclosed please find the following:

1. Original Articles of Incorporation;
2. Check of Honig, Kaplan & Segall, P.A. in the amount of \$70.00 to cover filing fees.

Please return the appropriate copies to the above address and contact the undersigned immediately should there be any problems with the filing. Thank you for your cooperation.

Sincerely,

HONIG, KAPLAN & SEGALL, P.A.

SRK
S. Richard Kaplan
For the Firm

SRK/cm
Enclosures

8/5/96
/S

ARTICLES OF INCORPORATION
OF
MEDICAL CORPORATION OF FLORIDA

ARTICLE I
NAME

The name of the Corporation is MEDICAL CORPORATION OF FLORIDA

ARTICLE II
PURPOSES

This Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under Chapter 607 of the Florida Statutes.

ARTICLE III
STOCK

This Corporation is authorized to issue 1,000 shares of common stock with a par value of \$1.00 per share.

ARTICLE IV
REGISTERED AGENT

The street address of the initial registered office of this Corporation is 2500 East Hallandale Beach Boulevard, Suite 707, Hallandale, Florida 33009 and the name of the initial registered agent at that address is S. Richard Kaplan, Esq.

ARTICLE V
DIRECTORS

This Corporation shall have one director initially. The number of directors may be increased or diminished from time to time as provided in the Bylaws, but shall never be less than one. The name and address of the initial director of this Corporation is:

Doris Quartaro
c/o Honig, Kaplan & Segall, P.A.
2500 E. Hallandale Beach Blvd., Suite 707
Hallandale, Florida 33009

ARTICLE VI
INCORPORATOR

The name and address of the incorporator of this Corporation is:

S. Richard Kaplan, Esq.
Honig, Kaplan & Segall, P.A.
2500 E. Hallandale Beach Blvd., Suite 707
Hallandale, Florida 33009

**ARTICLE VII
ADDRESS**

The principal office and mailing address of the Corporation is:

c/o S. Richard Kaplan, Esq.
Honig, Kaplan & Segall, P.A.
2500 E. Hallandale Beach Blvd., Suite 707
Hallandale, Florida 33009

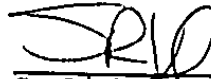
**ARTICLE VIII
INDEMNIFICATION**

This Corporation shall indemnify, defend, save and hold harmless and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

**ARTICLE IX
PERPETUAL EXISTENCE**

This Corporation shall have perpetual existence unless sooner dissolved as provided by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 31st day of July, 1996.



S. Richard Kaplan,
Incorporator

**ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT**

The undersigned hereby accepts the appointment as registered agent contained in the foregoing Articles of Incorporation.



S. Richard Kaplan,
Registered Agent