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COST LIMIT :

REFERENCE : 078108 7115382

AUTHORIZATION: Patricia Puni

ORDER DATE : September 6, 1996

ORDER TIME : 10:40 AM

ORDER NO. : 078108

CUSTOMER:

CUSTOMER NO: 7115382

Mr. Steven Stern MR. STEVEN STERN

5401 Polk St

Hollywood, FL 33021

DOMESTIC FILING

NAME: FLORIDA ON-CALL PHYSICIANS,

INC.

EFFECTIVE DATE: _

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____ CERTIFIED COPY

XX PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Victoria L. Perez

EXAMINER'S INITIALS:

(9/11/96

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FLORIDA DEPARTMENT OF STATE
Sundra B. Mortham
Sucretary of State

July 15, 1996

JUDSON L. OWEN III, ESQ. 161 CRANDON BLVD. SUITE 200 MIAMI, FL 33149

The name FLORIDA ON-CALL PHYSICIANS, INC. has been reserved for 120 days beginning July 15, 1996. The reservation number is R96000003400 and this reservation is NONRENEWABLE.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will AGAIN be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filling office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lantham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Floridau Name Act).



If someone else submits the document for filling, it must have a copy of this letter attached.



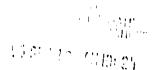
Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Becky McKnight

Letter number: 996A00034231

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ARTICIES OF INCORPORATION

OF

PLORIDA ON-CALL PHYSICIANS, INC.

The undersigned incorporator heroby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

FLORIDA ON-CALL PHYSICIANS, INC.

The address of the principal office of this corporation shall be 5401 Polk Street, Hollywood, Florida 33021, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The atreet address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Foard of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The name and address of the initial member of the Board of Directors are:

Arthur L. Diskin Dir.

3812 Northeast 209 Terrace North Miami Beach, Florida 33180

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ARTICLE VII. INCORPORATOR

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

Corporate Agents, Inc. 1201 Hays Street Tallahassee, Florida 32301

The undersigned incorporator has executed these Articles of Incorporation on September 10, 1996.

It's Agent, Deborah D. Skipper Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: Deliorah D. Skipper

It's Agent, Deborah D. Skipper

It's Agent, Deborah D. Skipper Authorized Service Representative Corporation Service Company

ADM/VLP