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TALLAHASSEE, FL 32301-2607
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800-342-8086

P96000093794

CSC networks

PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 155926 4331939

AUTHORIZATION :

COST LIMIT : \$ 122.50

Patricia Pajito

ORDER DATE : November 14, 1996

ORDER TIME : 3:36 PM

ORDER NO. : 155926-005

CUSTOMER NO: 4331939

500002005315--8

CUSTOMER: Kristy Hair, Legal Assistant
GREENBERG TRAUIG HOFFMAN
LIPOFF ROSEN & QUENTEL, P.A.
515 East Las Olas Boulevard
Suite 1500
Fort Lauderdale, FL 33301

DOMESTIC FILING

NAME: WOMEN'S HEALTHCARE AT
PLANTATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

X CERTIFIED COPY

RECEIVED
95 NOV 14 PM 4:19
DIVISION OF CORPORATION

FILED
96 NOV 14 PM 2:48
STATE OF FLORIDA
TALLAHASSEE

*11-15-96
KR*

**ARTICLES OF INCORPORATION
OF
WOMEN'S HEALTHCARE AT PLANTATION, INC.**

(a Florida corporation)

FILED
96 NOV 14 2:43
1996
CLERK OF DISTRICT COURT
JULIA A. BROWN

ARTICLE I - NAME

The name of the Corporation is **WOMEN'S HEALTHCARE AT PLANTATION, INC.** (hereinafter called the "Corporation").

ARTICLE II - CAPITAL STOCK

The aggregate number of shares of capital stock which the Corporation shall have the authority to issue is 1,000 shares of Common Stock, par value \$.01 per share.

ARTICLE III - MAILING ADDRESS

The current mailing address of the principal place of business of the Corporation is 350 N.W. 70th Avenue, Plantation, Florida 33317.

ARTICLE IV - INITIAL BOARD OF DIRECTORS

The Corporation's Board of Directors (the "Board") shall consist of not fewer than one (1) nor more than five (5) directors, and shall initially consist of two (2) directors. The number of directors within these limits may be increased or decreased from time to time as provided in the By-laws of the Corporation. The names and addresses of the initial directors of the Corporation are as follows:

Steven Streisfeld
350 N.W. 70th Avenue
Plantation, Florida 33317

Ira Shulman
350 N.W. 70th Avenue
Plantation, Florida 33317

ARTICLE V - INITIAL REGISTERED AGENT

The street address of the initial registered office of the Corporation is 515 East Las Olas Boulevard, Suite 1500, Fort Lauderdale, Florida 33301. The name of the initial registered agent of the Corporation at that address is C. Deryl Couch.

ARTICLE VI - INCORPORATOR

The name and address of the incorporator of the Corporation is C. Deryl Couch, 515 East Las Olas Boulevard, Suite 1500, Fort Lauderdale, Florida 33301.

ARTICLE VII - LIMITATION ON DIRECTOR LIABILITY

A director shall not be personally liable to the Corporation or the holders of shares of capital stock for monetary damages for breach of fiduciary duty as a director, except (i) for any breach of the duty of loyalty of such director to the Corporation or such holders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0831 of the Florida Business Corporation Act (the "FBCA"), or (iv) for any transaction from which such director derives an improper personal benefit. If the FBCA is hereafter amended to authorize the further or broader elimination or limitation of the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the FBCA, as so amended. No repeal or modification of this Article VII shall adversely affect any right of or protection afforded to a director of the Corporation existing immediately prior to such repeal or modification.

ARTICLE VIII - INDEMNIFICATION

The Corporation shall indemnify and advance expenses to, and may purchase and maintain insurance on behalf of, its officers and directors to the fullest extent permitted by law as now or hereafter in effect. Without limiting the generality of the foregoing, the By-laws may provide for indemnification and advancement of expenses to officers, directors, employees and agents on such terms and conditions as the Board may from time to time deem appropriate or advisable.

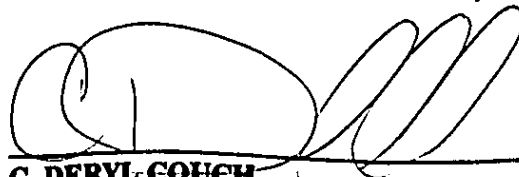
ARTICLE IX - BY-LAWS

The Board shall have the power to adopt, amend or repeal the By-laws of the Corporation or any part thereof.

ARTICLE X - AMENDMENT

These Articles of Incorporation may be altered, amended or repealed by the shareholders of the Corporation in accordance with the applicable provisions of Florida law.

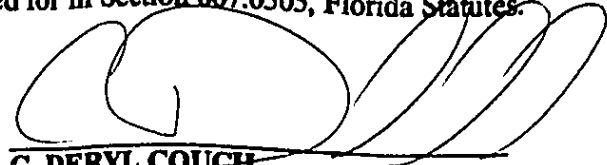
IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation of WOMEN'S HEALTHCARE AT PLANTATION, INC. this 14th day of November, 1996.



C. DERYL COUCH
Incorporator

**CONSENT OF REGISTERED AGENT
OF
WOMEN'S HEALTHCARE AT PLANTATION, INC.**

The undersigned, C. Deryl Couch, whose business address is 515 East Las Olas Boulevard, Suite 1500, Fort Lauderdale, Florida 33301, hereby accepts appointment as the initial registered agent of WOMEN'S HEALTHCARE AT PLANTATION, INC., a Florida corporation, and accepts the obligations provided for in Section 607.0505, Florida Statutes.



C. DERYL COUCH
Registered Agent

FILED
96 NOV 14 PM 2:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1201 HAYS STREET
TALLAHASSEE, FL 32301-2671
800-312-8086
904-224-9171
904-224-9173
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ACCOUNT NO. : 072100000032

REFERENCE : 161326 4331939

AUTHORIZATION : *Patricia Piquit*

COST LIMIT : \$ 87.50

ORDER DATE : November 20, 1996

ORDER TIME : 9:44 AM

ORDER NO. : 161326-005

CUSTOMER NO: 4331939

900002010109--4

CUSTOMER: Kristy Hair, Legal Assistant
Greenberg Traurig Hoffman
515 East Las Olas Boulevard
Suite 1500
Fort Lauderdale, FL 33301

DOMESTIC AMENDMENT FILING

NAME: WOMEN'S HEALTHCARE AT
PLANTATION, INC.

EFFECTIVE DATE:

XXX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail Williams

N. HENDRICKS NOV. 20 1996

EXAMINER'S INITIALS: _____

FILED
96 NOV 20 PM 1:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
WOMEN'S HEALTHCARE AT PLANTATION, INC.**

FILED

96 NOV 20 PM 1:59

DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

(Pursuant to Section 607.1006 of the Florida Business Corporation Act)

The undersigned, C. Deryl Couch, the Incorporator of **WOMEN'S HEALTHCARE AT PLANTATION, INC.**, a corporation organized and existing under the laws of the State of Florida (the "Corporation"), the Articles of Incorporation of which were duly filed by the Department of State of the State of Florida on November 14, 1996, **DOES HEREBY CERTIFY:**

1. The name of the Corporation is **WOMEN'S HEALTHCARE AT PLANTATION, INC.**

2. Article i of the Articles of Incorporation of the Corporation is hereby amended as follows:

"The name of the Corporation is **WOMEN'S HEALTHCARE AT PLANTATION, P.A.** (hereinafter called the "Corporation")"

3. The Articles of Incorporation of the Corporation is hereby amended by adding a new Article XI reading as follows:

"ARTICLE XI - NATURE OF BUSINESS

The general purpose for which the Corporation is organized is to engage in every aspect of the practice of medicine. The professional services involved in the Corporation's practice of medicine may be rendered only through its officers, agents and employees who are duly authorized and licensed to practice medicine in the State of Florida.


The Corporation shall not engage in any business other than the practice of medicine. However, the Corporation may invest its funds in real estate, mortgages, stocks, bonds and other types of investments, and may own real and personal property necessary for the rendering of the professional services authorized hereby."

4. Upon the filing of these Articles of Amendment to the Articles of Incorporation, the Corporation shall be converted from a corporation to a Professional Service Corporation within the meaning of the Florida Business Corporation Act, and the Corporation shall be subject to the provisions of Chapter 621 of the Florida Statutes.

5. Except as hereby amended, the Articles of Incorporation of the Corporation shall remain the same.

6. The Amendment hereby made to the Articles of Incorporation was duly adopted by the Incorporator of the Corporation as of the 19th day of November, 1996, pursuant to Section 607.1005 of the Florida Business Corporation Act, without shareholder action as the Corporation has not yet issued shares of its stock.

IN WITNESS WHEREOF, the undersigned has executed this Articles of Amendment to the Articles of Incorporation of Women's Healthcare at Plantation, Inc. this 19th day of November, 1996.

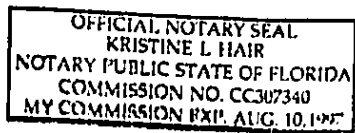

C. DERYL COUCH
Incorporator

STATE OF FLORIDA)
COUNTY OF BROWARD)

SS:

The foregoing instrument was acknowledged before me this 19th day of November, 1996 by C. Deryl Couch. He personally appeared before me, is personally known to me or produced NA as identification.

[NOTARIAL SEAL]



Notary: Kristine L. Hair
Print Name: Kristine L. Hair
Notary Public, State of Florida
My commission expires: 8-10-97