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ACCT #:

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NAME: FELLER KAFKA GARGIAN M.D.'S GASTROENTEROLOGY
AUDIT NUMBER.....H96000016978
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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FLORIDA DEPARTMENT OF STATE
Sandra B. Northam
Secretary of State

December 4, 1996

ADORNO & ZEDER, P.A.

SUBJECT: FELLER KAFKA GARJIAN M.D.'S GASTROENTEROLOGY, P.A.
REF: W96000025393

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The specific nature of business of the professional association must be stated in the document.

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ARTICLES OF INCORPORATION
of
FELLER KAFKA GARJIAN M.D.'s GASTROENTEROLOGY, P.A.

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a Professional Corporation under the provisions of Chapter 621 Florida Statutes:

ARTICLE I. NAME

The name of this corporation is FELLER KAFKA GARJIAN M.D.'s GASTROENTEROLOGY, P.A. (the "Corporation").

ARTICLE II. - ADDRESS

The principal business address and mailing address of the Corporation is:

8535 SW 92nd Street, Suite C-10
Miami, FL 33156

ARTICLE III. - PURPOSE

The general purposes for which the Corporation is initially organized are:

To render the following specific professional service (as defined in Section 621.03 of the Professional Service Corporation and Limited Liability Company Act) and none other, to wit: the personal services rendered by physicians and surgeons as provided by Chapter 458 of the Florida Statutes or any successor statute providing therefor.

And in connection therewith and furtherance thereof, to possess and exercise all the powers and privileges granted by the Florida Business Corporation Act or by any other law of Florida or by these Articles of Incorporation together with any powers incidental thereto, so far as such powers and privileges are consistent with, and not prohibited by, the Professional Service Corporation and Limited Liability Company Act,

This item prepared by:
Kenneth I. Arvin
444 Brickell Avenue
Suite 612
Miami, Florida 33131
(305) 577-4888

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ARTICLE IV. - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 10,000 shares of Common Stock having a par value of \$0.01 per share.

ARTICLE V. - INITIAL REGISTERED
OFFICE AND AGENT

The initial registered office of this Corporation shall be at 444 Brickell Avenue, Suite 612, Miami, FL 33131 and the initial registered agent of this Corporation at such office shall be Ziskind & Arvin, P.A.

ARTICLE VI. - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is Ziskind & Arvin, P.A., 444 Brickell Avenue, Suite 612, Miami, FL 33131

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on the 4th day of December, 1996.

Ziskind & Arvin, P.A., Incorporator

By: 
Kenneth I. Arvin, Vice President

This item prepared by:
Kenneth I. Arvin
444 Brickell Avenue
Suite 612
Miami, Florida 33131
(305) 577-4888

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT
AND REGISTERED OFFICE
AND ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

1. The name of the Corporation is:

FELLER KAFKA GARJIAN M.D.'s GASTROENTEROLOGY, P.A.

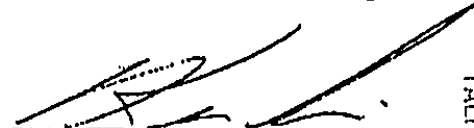
2. The name and address of the registered agent and the registered office is:

ZISKIND & ARVIN, P.A.
444 Brickell Avenue, Suite 612
Miami, FL 33131

Pursuant to Section 607.0501, Florida Statutes, the undersigned has been named to act as the registered agent of FELLER KAFKA GARJIAN M.D.'s GASTROENTEROLOGY, P.A., at the place designated in this certificate and the undersigned agrees to accept such appointment and to act in that capacity. The undersigned further agrees that the undersigned will comply with Section 607.0505, Florida Statutes, relating to the proper and complete performance of the duties of the registered agent of the Corporation and that the undersigned is familiar with and accepts the obligations of the position of registered agent for the Corporation.

Date: December 4, 1996

ZISKIND & ARVIN, P.A., Registered Agent

By: 

Kenneth I. Arvin, Vice President

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