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December 17, 1996

VIA FEDERAL EXPRESS

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32314

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Re: Alan Marc Gomer, M.D., P.A.

Dear Sir/Madam:

Enclosed is an original and one (1) copy of the Articles of Incorporation for the above-referenced proposed Florida corporation, and a check made payable to the Department of State in the amount of \$122.50, representing the filing fee, designation of registered agent fee and certified copy fee.

After filing, please return the documents to me in the self-addressed, stamped envelope I have provided for your convenience.

Thank you in advance for your cooperation and assistance in this matter. If you have any questions, please do not hesitate to contact me.

Very truly yours,

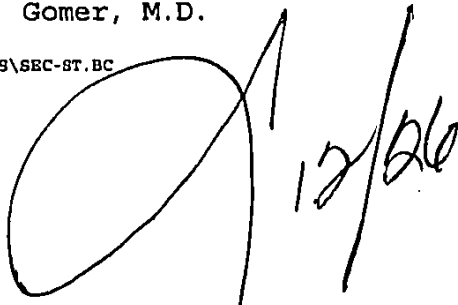


Michael J. Ioannou

MJI:bc
Enclosures

cc: Mr. Alan M. Gomer, M.D.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
FOR
ALAN MARC GOMER, M.D., P.A.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator, for the purpose of forming a Florida corporation pursuant to the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation shall be:

Alan Marc Gomer, M.D., P.A.

ARTICLE II. PRINCIPAL OFFICE

The initial principal place of business and mailing address of the corporation shall be 7025 Bera Casa Way, Boca Raton, Florida 33433. The Board of Directors may, from time to time, change the mailing address of the principal place of business of the corporation.

ARTICLE III. PURPOSE

The corporation may engage in the practice of Internal Medicine and related medical practice permitted under the laws of the State of Florida, the United States of America, or any other state, territory or commonwealth of the United States of America.

ARTICLE IV. CAPITAL STOCK

The number of shares of stock the corporation is authorized to issue and have outstanding at one time is ten thousand (1,000) shares of common stock. The common stock of this corporation shall have the following characteristics:

- (a) Par value of \$1.00 per share.
- (b) At all meetings of the stockholders, the common stockholders shall be entitled to cast one (1) vote for each share of common stock owned. A common stockholder that is interested in a matter which is voted upon shall not be disqualified from voting thereon.
- (c) Except as otherwise provided by law, the entire voting power for the election of the directors and for all other purposes shall be vested exclusively in the stockholders of the outstanding common stock.

ARTICLE V. REGISTERED AGENT AND ADDRESS

The name and mailing address of the initial registered agent of the corporation is Alan M. Gomer, M.D., 7025 Bera Casa Way, Boca Raton, Florida 33433.

ARTICLE VI. TERM OF EXISTENCE

The corporation shall have perpetual existence commencing on the date of filing these Articles of Incorporation with the Department of State, State of Florida, Division of Corporations.

ARTICLE VII. DIRECTORS

All corporate powers shall be executed by, and the business and affairs of the corporation shall be managed by, the Board of Directors. The Board of Directors of the corporation shall consist of one (1) Director, initially. The number of Director(s) of the corporation may be increased or decreased, from time to time, by the By-Laws, but shall never consist of less than one (1) Director. The name and mailing address of the initial Director is Alan M. Gomer, M.D., 7025 Bera Casa Way, Boca Raton, Florida 33433.


ARTICLE VIII. OFFICERS

The corporation shall have one (1) officer, initially. The name and mailing address of the initial officer is Alan M. Gomer, M.D., 7025 Bera Casa Way, Boca Raton, Florida 33433, who shall act as the President, Vice-President, Treasury and Secretary.

ARTICLE IX. INCORPORATOR

The name and mailing address of the incorporator of these Articles of Incorporation is Alan M. Gomer, M.D., 7025 Bera Casa Way, Boca Raton, Florida 33433.

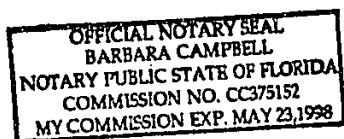
The undersigned has signed and executed these Articles of Incorporation, this 18th day of December, 1996.


Alan Marc Gomer, M.D., Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF PALM BEACH)

BEFORE ME, an officer duly authorized in the aforesaid State and in the aforesaid County, personally appeared **ALAN MARC GOMER, M.D.**, who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereto set my hand and official seal in the aforesaid County and State, this 18 day of December, 1996.



Barbara Campbell

Notary Public

My Commission Expires:

Personally known to me _____ or

Produced as identification G560-013-SS-223-0 Drivers license.

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501 of the Florida Statutes, the following corporation, Alan Marc Gomer, M.D., P.A., organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the State of Florida.

The name and mailing address of the registered agent/registered office is Alan M. Gomer, M.D., 7025 Bera Casa Way, Boca Raton, Florida 33433.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.
Dated: December 18th, 1996.

Alan M. Gomer
Alan Marc Gomer, M.D.

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TALLAHASSEE FLORIDA

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