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COUNSEL
TIMOTHY G. REISMAN

P9700002211

Secretary of State
Corporate Records Bureau
P.O. Box 6327
Tallahassee, FL 32314

800002036578--1
-12/24/96--01045--020
****122.50 ****122.50

Re: **Women's Headache Center, Inc.**

Gentlemen:

Enclosed are an original and one copy of the Articles of Incorporation for the above named corporation, together with a check in the sum of \$122.50 to cover the following charges:

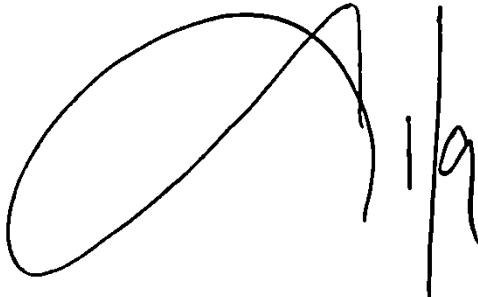
Filing Fee	\$35.00
Registered	\$35.00
Certified Copy	<u>\$52.50</u>
Total:	\$122.50

I would appreciate your processing the enclosed documentation and issuing a Certificate of Incorporation on said corporation.

Very truly yours,


Jerome S. Reisman

JSR:vio
Encls.



FILED
97 JAN -9 PM 1:09
272/B
6/1/96
6/5/96
6/23/96
SECRETARY OF STATE
TALLAHASSEE FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 30, 1996

JEROME S. REISMAN
2511 PONCE DE LEON BLVD. STE 205
CORAL GABLES, FL 33134

SUBJECT: WOMEN'S HEADACHE CENTER, INC.
Ref. Number: W96000027213

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

The registered agent must sign accepting the designation.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 296A00057693

*Please read second paragraph of
article V which recites virtually verbatim
the language you suggest*

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
WOMEN'S HEADACHE CENTER, INC.

The undersigned, in order to form a corporation for the purposes hereinafter stated, by and under the provisions of the Statutes of the State of Florida, do hereby subscribe to these Articles of Incorporation.

ARTICLE I

The name of the corporation shall be:

WOMEN'S HEADACHE CENTER, INC.

The business of the corporation shall be carried on in Miami, Dade County Florida, and at such other place or places countries as may from time to time be authorized by the Board of Directors. Its principal office shall be 2511 Ponce de Leon Blvd., #205, Coral Gables, FL 33134.

ARTICLE II

The general nature of the business to be transacted by the corporation shall be as follows:

(a) To provide medical care as required for those who suffer headaches or other related conditions.

(b) To purchase, sell, lease, operate, own, hold, transfer, convey, mortgage, or otherwise encumber, trade, exchange and generally deal in real estate and personal property of every kind, nature and description wheresoever located, both tangible and intangible and including choses in action, either as owner, broker, agent or factor. To engage in any lawful activity and to institute, participate in and promote commercial, mercantile, financial and industrial enterprises and operations.

(c) In the purchase or acquisition of property, business rights or franchise, or for additional working capital, or for any other objective in or about its business affairs and without limit as to amount: to incur debts and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, evidences of indebtedness, whether secured by mortgage, pledge, deed of trust or otherwise. The corporation may issue its stock for any lawful purposes, including the acquisition of any other entity.

(d) Any stock issued by this corporation may qualify under S1244 of the Internal Revenue Code of 1954, and as same may be amended.

(e) This corporation shall have all of the general powers together with all additional and specific powers granted by the Laws of the State of Florida, as well as implied powers, in carrying out the foregoing express powers.

(f) The foregoing clauses shall be construed both as objects and as powers, but no recitation, expression or declaration of specific or special powers or purposes herein enumerated shall be deemed to be exclusive, but it is hereby expressly declared that all other lawful powers not inconsistent therewith are hereby included.

ARTICLE III

The corporation shall begin business at least such minimum amount of capital as required by the applicable Florida Statutes, and shall have perpetual existence.

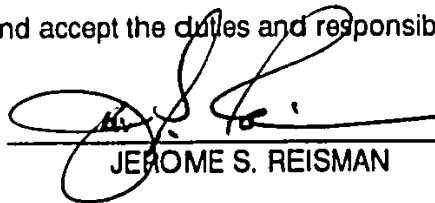
ARTICLE IV

The corporation is authorized to issue 5,000 shares of \$1.00 Par Value common stock.

ARTICLE V

The street address of the registered office of this corporation is, 2511 Ponce de Leon Blvd., #205, Coral Gables, FL 33134 and the registered agent of this corporation at that address is Jerome S. Reisman.

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.



JEROME S. REISMAN

ARTICLE VI

The business of this corporation shall be conducted by a Board of Directors consisting of one or more Directors. The exact number of Directors may be fixed by the By-Laws of this corporation. The name and street addresses of the new Board of Directors of this corporation who shall hold office until the organization meeting of this corporation and until their successors are elected or appointed and have qualified, are as follows:

Sole Shareholder--NIVEA R. RIBAS, M.D.
Palmetto Hospital, 7100 W. 20 Avenue, Suite 506
Hialeah Florida 33016

ARTICLE VII

The names and street addresses of the officers of this corporation, who shall hold office until the organization meeting of the corporation and until their successors are duly are duly elected and have qualified, are as follows:

Sole Shareholder--Nivea R. Ribas, M.D.
Palmetto Hospital, 7100 W. 20 Avenue, Suite 506
Hialeah, Florida 33016

ARTICLE VIII

The name and post office address of each subscriber to these Articles of Incorporation and the number of shares of stock which each agrees to take, and the consideration therefor, are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. SHARES AMOUNT</u>
NIVEA R. RIBAS, M.D.	7100 W. 20 Ave. Suite 506 Hialeah, FL 33016	5,000 SHARES

The capital stock may be paid for in property, labor or services at a just valuation to be fixed by the incorporators or by the Directors at a meeting called for such purpose or at the organization meeting. The total value so fixed will amount to at least \$500.00. All of the aforesaid stock is to be issued as fully paid for and exempt from assessment.

IN WITNESS WHEREOF, the undersigned has caused these presents to be executed this 18 day of Dec., 1996.




NIVEA R. RIBAS, M.D.

STATE OF FLORIDA }
 : ss
COUNTY OF DADE }

Personally appeared this day before me, the undersigned authority, NIVEA R. RIBAS, M.D., to me well known and known to be the persons described in an who executed the foregoing Articles of Incorporation, and they acknowledged before me that

they executed and subscribed to the same for the purposes therein expressed.

WITNESS my hand and seal, this 18 day of Dec., 1996.


NOTARY PUBLIC STATE OF FLORIDA
AT LARGE

Typewritten Name of Notary:

My Commission Expires: _____



MERCEDES A. ORTEGA
COMMISSION # CO 406670
EXPIRES NOV 4, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

My Commission Number is: _____

FILED
97 JAN -9 PH 1:09
SECRETARY OF STATE
TALLAHASSEE FLORIDA