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January 8, 1997

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-01/10/97--01016--005
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Re: Filing Articles of Incorporation and Request for Certified Copy

Dear Madam/Sir:

It is hereby requested that the enclosed Articles of Incorporation for Laura Denson Baum, M.D., P.A. be filed with the Department of State, Division of Corporations. A check in the amount of \$70.00 is enclosed as filing fees. Also enclosed is a check in the amount of \$52.50 for a certified copy. An acknowledgment of filing is also requested and a self-addressed stamped envelope is enclosed for your convenience.

If you have any questions, please contact the undersigned.

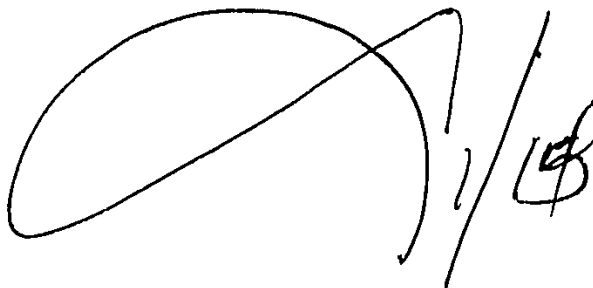
Thank you for your attention to this matter.

Very truly yours,


Deborah Baron, Esq.

FILED
97 JAN -9 AM 10:02
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Please send certified copy to the above address.



FILED
97 JAN -9 AM 10:02
SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
LAURA DENSON BAUM, M.D., P.A.**

The undersigned, acting as Incorporator of a Florida professional service corporation ("Corporation") under the Professional Service Corporation Act, Chapter 621 of the Florida Statutes, and other laws of the State of Florida, hereby causes to be delivered the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is LAURA DENSON BAUM, M.D., P.A., and the street address of the initial principal office of the Corporation is 6100 Glades Road, Suite 302, Boca Raton, Florida 33434, and the mailing address of the Corporation is 6178 NW 31st Ave., Boca Raton, Florida 33496.

ARTICLE II

PURPOSE

The Corporation is organized for the purpose of engaging in the business of rendering professional medical services in the State of Florida by and through the Corporation's officers, employees and agents, as those terms are used in Section 621.06, Florida Statutes, as amended, who are duly licensed or otherwise legally authorized to practice medicine in the State of Florida, and transacting any and all other lawful business that the Corporation may engage in under Chapter 621, Florida Statutes, as may be amended from time to time, including investing the funds of the Corporation in real estate, mortgages, stocks, bonds, or any other type of investment, or owning real or personal property necessary for the rendering of said professional medical services.

ARTICLE III

CAPITAL STOCK

The Corporation is authorized to issue One Hundred Thousand (100,000) shares of Common Stock having a par value of One Dollar (\$1.00) per share.

ARTICLE IV

LIMITATION ON OWNERSHIP OF STOCK

No stock of this Corporation shall be issued to anyone other than an individual who is a physician duly licensed to practice medicine in the State of Florida.

ARTICLE V

DISQUALIFICATION OF SHAREHOLDER OR EMPLOYEE

If any officer, shareholder, agent or employee of this Corporation, who has been rendering professional medical services to the public, becomes legally disqualified to practice medicine in the State of Florida or accepts employment that, pursuant to existing law, places restrictions or limitations upon his continuing rendering of such professional medical services, he shall sever all employment with, and financial interest in, this Corporation forthwith.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The Corporation shall initially have one director to hold office until the first annual meeting of shareholders and her successor shall have been duly elected and qualified, or until her earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation. The name and address of the initial director of the Corporation is as follows:

<u>Name</u>	<u>Address</u>
Laura Denson Baum, M.D.	6178 NW 31st Avenue Boca Raton, FL 33496

ARTICLE VII

INCORPORATOR

The name and address of the Incorporator is:

Deborah Baron 5853 NW 32nd Way, Boca Raton, FL 33496

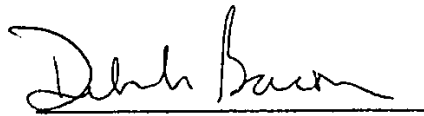
ARTICLE VIII

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 6100 Glades Road, Suite 302, Boca Raton, Florida 33434. The name of the initial Registered Agent of the Corporation at that address is Laura Denson Baum, M.D.

Prepared By: Deborah Baron, Esq.
5853 NW 32nd Way
Boca Raton, FL 33496
(561) 989-0953
Florida Bar Number: 959420


IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 8th day of January, 1997.



ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as Registered Agent to accept service of process for Laura Denson Baum, M.D., P.A., at the place designated in the foregoing Articles of Incorporation, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of the Florida Business Corporation Act 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.

Date: January 8, 1997



LAURA DENSON BAUM, M.D.
Initial Registered Agent

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SECRETARY OF STATE
TALLAHASSEE FLORIDA