

ERIC DORSKY, P.A.
ATTORNEY AT LAW
4430 SOUTHWEST 64TH AVENUE
DAVIE, FLORIDA 33314

TELEPHONE (954) 587-3058
TELEFAX (954) 587-5043

ERIC DORSKY
OF COUNSEL
PERRY Z. BINDER
MICHAEL L. KONTAKA

MAILING ADDRESS
P.O. BOX 292228
DAVIE, FLORIDA 33329

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

re: Physician's Wellness Group, Inc.

Dear Sir/Madame:

Enclosed please find Articles of Incorporation for the above corporation for filing. Also enclosed please find a check in the amount of \$122.50.00 to cover the fee.

Thank you for your attention to this matter.

Yours very truly,

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/ Eric Dorsky

Enclosures

ED:mth

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

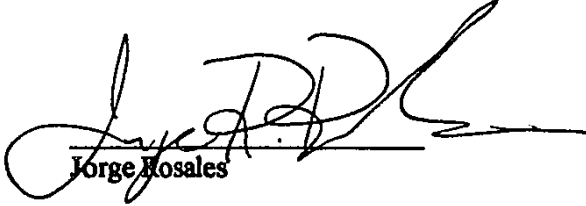
ARTICLES OF INCORPORATION
PHYSICIAN'S WELLNESS GROUP, INC.

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

1. **NAME:** The name of the corporation is **Physician's Wellness Group, Inc.**
2. **PRINCIPLE OFFICE:** The corporation's principal place of business shall be 17035 Pines Boulevard, Pembroke Pines, FL 33027 and the mailing address shall be PO Box 171074, Hialeah, FL 33017.
3. **SHARES:** The number of shares of stock that the corporation is authorized to have outstanding at any one time is 100 shares, no par value.
4. **INITIAL REGISTERED AGENT AND STREET ADDRESS:** The name and address of the initial registered agent is Jorge Rosales, 17035 Pines Boulevard, Pembroke Pines, FL 33027.
5. **INITIAL DIRECTORS:** The name and street address of the initial directors are Odalys Rosales and Jorge R. Rosales, 17035 Pines Boulevard, Pembroke Pines, FL 33027.
6. **INCORPORATOR:** The name and street address of the incorporator to these Articles of Incorporation is Jorge Rosales, 17035 Pines Boulevard, Pembroke Pines, FL 33027.

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The undersigned incorporator has executed these Article of Incorporation this
8th day of January, 1997.


Jorge Rosales

CONSENT OF REGISTERED AGENT

Pursuant to the provisions of Section 607.0501 Fla. Stats., the undersigned corporation, organized under the laws of the State of Florida submits the following statement in designating the Registered Office/Agent in the State of Florida.

1. The name of the corporation is Physician's Wellness Group, Inc.
2. The name and address of the Registered Agent and Office is Jorge Rosales, 17035 Pines Boulevard, Pembroke Pines, FL 33027.

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 that capacity. I further agree to comply with the provisions of all statutes relating to the complete and proper performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


JORGE ROSALES
As Registered Agent

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