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ACCOUNT NO. : 072100000032

REFERENCE: 250905 7122799

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE: February 6, 1997

ORDER TIME : 10:52 AM

ORDER NO. : 250905-005

CUSTOMER NO: 7122799

CUSTOMER: Mr. Robert Haghgou

CARE AMERICA INTEGRATED HEALTH

SERVICES, INCORPORATED
210 North Westmonte Drive,

Suite 1002

Altamonte Sprin, FL 32714

DOMESTIC FILING

NAME: DOCTOR'S MEDICAL GROUP, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

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ARTICLES OF INCORPORATION

OF

DOCTOR'S MEDICAL GROUP, Inc.

ARTICLE I

CORPORATE NAME

DOCTOR'S MEDICAL GROUP, Inc.

ARTICLE II

TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE III

NATURE OF CORPORATE BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time shall be one hundred thousand (100,000) shares of common stock having a par value of one dollar (\$1.00) per share.

ARTICLE V

REGISTERED AGENT AND INITIAL REGISTERED OFFICE IN FLORIDA

The Registered Agent and the street address of the Registered Office and the Principal Office of this Corporation in the State of Florida shall be:

Debra Sheppard, Director DOCTOR'S MEDICAL GROUP, Inc. 7679 Persian Ct. Orlando, FL 32819

ARTICLE VI

BOARD OF DIRECTORS

This Corporation shall have one (1) Directors initially. The number of Directors may be increased from time to time be Bylaws adopted by the Directors, but shall never be less than four (4). The names and addresses of the initial directors of this Corporation are:

Debra Sheppard

7679 Persian Ct. Orlando, FL 32819

The persons named as Directors shall hold office for the next year of existence of this Corporation, or until his or her successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE VII

INCORPORATORS

The names and addresses of the persons signing these articles is:

Debra Sheppard

7679 Persian Ct. Orlando, FL 32819

ARTICLE VIII

INDEMNIFICATION

This Corporation shall, to the fullest extent permitted by the General Corporation Act of the State of Florida, indemnify any and all persons whom it shall have power to indemnify from and against, including any and all of the expenses, liabilities or other matters as provided under Section 607.014 of the General Corporation Act of the State of Florida.

ARTICLE IX

AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

Debra Sheppaga

President

Fl. DL. # 5163-178-54-621-0

STATE OF FLORIDA COUNTY OF ORANGE

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Recorded to take acknowledged before me that they executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this day of day of 1997.

Debra Sheppark Debra Sheppark

OF POPULAR PROPERTY OF THE POP

FREY ANTONIO GARCIA
My Comm. Exp. 12/03/99
Bonded By Service Ins
No. CC 514669
[] Personally Known (**) Other I.D.

Acceptance of Registered Agent

I, <u>Debra Sheppard.</u> understand and accept the duties and responsibilities of Registered Agent of the *DOCTOR'S MEDICAL GROUP*, *Inc.*

Signed:

Debra Sheppard

2-5-91

Date

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SECRETARY OF STATE
ANALYSES FI ORIDI