

**Philip E. Goss, Jr., Esq.**

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February 6, 1997

Florida Divisions of Corporations  
New Filing Section  
P.O. Box 6327  
Tallahassee, FL 32314

300002081593--9  
-02/07/97--01076--018  
\*\*\*\*245.00 \*\*\*\*122.50

RE: Incontech, Inc., and The Brownell Center of Palm Beach, Inc.

Dear Sir/Madam:

Enclosed for filing, please find original articles of incorporation and one copy for the above referenced corporations. I have enclosed the filing fee of \$122.50 for a certified copy of the filing for each corporation. Finally, please return the stamped articles and certification to me via the enclosed prepaid overnight envelope. Thank you for your assistance.

*2 ENCLS*

Very Truly Yours,

*Philip E. Goss, Jr.*

Philip E. Goss, Jr., Esq.

EFFECTIVE DATE  
*2-6-97*

FILED  
97 FEB -7 AM 11:10  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

*[Signature]*

ARTICLES OF INCORPORATION

OF

THE BROWNELL CENTER OF PALM BEACH, INC.

The undersigned incorporator to these Articles of Incorporation, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name and address of the corporation shall be:

THE BROWNELL CENTER OF PALM BEACH, INC.  
1544 Placentia Avenue  
Coral Gables, FL 33131

ARTICLE II

NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is Seven Thousand Five Hundred (7,500) shares of common stock having a par value of One Dollar (\$1.00) per share. Shares may be issued only for a consideration having, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and nonassessable.

FILED  
97 FEB - 7 AM 11:10  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

EFFECTIVE DATE  
2-6-97

ARTICLE IV

TERM OF EXISTENCE

This corporation is to exist perpetually, commencing on the date of execution and acknowledgment of these Articles of Incorporation which is the 6th day of February, 1996.

ARTICLE V

REGISTERED AGENT AND INITIAL OFFICE

The Registered Agent and the street address of the initial Registered Office of the Corporation shall be:

Philip E. Goss, Jr.  
1401 Baracoa Avenue  
Coral Gables, FL 33146

The Board of Directors may from time to time, move the Registered Office to any other office address in the State of Florida.

ARTICLE VI

PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which the shareholder already holds, shall have the right to purchase a pro rata share thereof at the price at which is offered to others.

ARTICLE VII

DIRECTORS

This Corporation shall have two (2) director, initially. The number of directors may be increased or diminished from time to time by the Bylaws adopted by the stockholders, but shall never be

less than one (1). The name and street address of the initial members of the Board of Directors is:

**Michael J. Gerber**  
1544 Placentia Avenue  
Coral Gables, FL 33131

**Edgar B. Phillips, M.D.**  
455 Paradise Isle, #306  
Hallandale, FL 33009

The persons named as initial directors shall hold office for the first year of existence of this Corporation or until their successor(s) are elected or appointed and have qualified, whichever occurs first.

#### ARTICLE IX

##### INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is:

**Michael J. Gerber**  
1544 Placentia Avenue  
Coral Gables, FL 33131

#### ARTICLE X

##### CONFLICT OF INTEREST

No contract between this Corporation and another corporation or another individual shall be invalidated by reason of the fact that one or more of the officers or directors of this Corporation are officers or directors of the said other corporation, or by


reason of the fact that one or more of the officers or directors of this Corporation may be the other individual or individuals contracting with this Corporation.

ARTICLE XI

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by majority vote of the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a majority vote of the stockholders entitled to vote thereon, unless all of the directors and all of the voting stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned has set his hand and seal this 6th day of February, 1997.

  
\_\_\_\_\_  
Michael J. Gerber

STATE OF FLORIDA )  
COUNTY OF DADE )

BEFORE ME, a Notary Public, personally appeared Michael J. Gerber, to me known to be the person described as Incorporator or who has produced \_\_\_\_\_ as identification and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation and did/did not take an oath.

WITNESS my hand and official seal at DADE County,

Florida, this 6th day of February, 1997

My



*Elizabeth Wong*  
NOTARY PUBLIC

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS  
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That THE BROWNELL CENTER OF PALM BEACH, INC., desiring to organize under the laws of the State of Florida, with its initial registered office as indicated in the Articles of Incorporation, has named Philip E. Goss, Jr., 1401 Baracoa Avenue, Coral Gables, FL 33146, County of Dade, State of Florida, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, the undersigned hereby agrees to act in this capacity, and agrees to comply with the provisions of said Act relative to keeping open said office.

*Philip E. Goss, Jr.*  
Philip E. Goss, Jr.

**FILED**  
97 FEB - 7 AM 11:10  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA