



ACCOUNT NO. : 072100000032

REFERENCE : 278888 9140A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : March 3, 1997

ORDER TIME : 11:33 AM

ORDER NO. : 278888-005

CUSTOMER NO: 9140A

CUSTOMER: Ms. Rose Shapiro
MOORE & MENKHAUS

Suite 210a
4800 N. Federal Highway
Boca Raton, FL 33431

RESUBMIT

Please give original
submission date as file date.

DOMESTIC FILING

NAME: SOUTHEAST MEDICAL GROUP, P.A.

*****FILE Second*****

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY (1)
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tonya C. Holliday

EXAMINER'S INITIALS:

K.R. MAR - 5 1997

K.R. MAR - 6 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 5, 1997

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

SUBJECT: SOUTHEAST MEDICAL GROUP, P.A.
Ref. Number: W97000005179

RESUBMIT

Please give original
submission date as file date

We have received your document for SOUTHEAST MEDICAL GROUP, P.A. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The specific nature of business of the professional association must be stated in the document.

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) 487-6932.

Kimberly Rolfe
Document Specialist

Letter Number: 497A00011377

DIVISION OF CORPORATION

ARTICLES OF INCORPORATION
OF
SOUTHEAST MEDICAL GROUP, P.A.

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

ARTICLE I
NAME

The name of the corporation shall be:

SOUTHEAST MEDICAL GROUP, P.A.

ARTICLE II
PRINCIPAL OFFICE

The mailing address of the initial principal office of this corporation is 7421 University Drive, Suite 312, Tamarac, FL 33321. The Board of Directors may, from time to time, change the street and post office address of the principal office of the corporation.

ARTICLE III
PURPOSE

To engage in any activity or business permitted under the laws of the United States and the State of Florida and to specifically engage in the practice of medicine and in such incidental activities as may be necessary or convenient in connection therewith.

ARTICLE IV
CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of common stock.

The common stock of the corporation shall have the following characteristics:

(a) Par value shall be \$0.001 per share.

(b) At all meetings of the stockholders, the common stockholders shall be entitled to cast one (1) vote for each share of common stock owned. That a common stockholder is interested in a matter to be voted upon shall not disqualify him from voting thereon.

(c) Except as otherwise provided by law, the entire voting power for the election of the directors and for all other purposes shall be vested exclusively in the holders of the outstanding common stock.

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TALLAHASSEE, FLORIDA

(d) Notwithstanding any other provision herein or in the By-Laws, the corporation and the relationships among its shareholders shall be governed in accordance with a Shareholder Agreement among the corporation and its shareholders pursuant to Section 607.0731, Florida Statutes, as amended. Any conflict between the provisions hereof and thereof shall be controlled by the provisions of the Shareholder Agreement.

ARTICLE V
TERM OF EXISTENCE

This corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

ARTICLE VI
INITIAL REGISTERED AGENT AND ADDRESS

The name of the initial registered agent of this corporation is David J. Menkhaus. The street address of the initial registered agent of this corporation is 4800 North Federal Highway, Suite 210-A, Boca Raton, Florida 33431.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) Director(s) initially. The number of Directors may be either increased or diminished from time to time in accordance with the By-Laws but shall never be fewer than one (1).

ARTICLE VIII
AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner provided by law. The approval of each class of shareholders shall be required for any amendment or repeal.

ARTICLE IX
INCORPORATOR

The name and street address of the person signing these Articles is David J. Menkhaus, Esquire, 4800 North Federal Highway, Suite 210-A, Boca Raton, Florida 33431-5176.

The undersigned has executed these Articles of Incorporation this 26th day of February, 1997.




David J. Menkhaus, Incorporator

STATE OF FLORIDA)
) SS.
COUNTY OF PALM BEACH)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared David J. Menkhaus, personally known to me to be the person who executed the foregoing Articles of Incorporation, and who did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed me official seal, in the State and County aforesaid on the 26th day of February, 1997.

My Commission Expires:

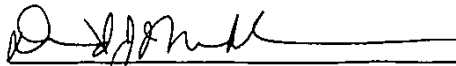


Notary Public
State of Florida at Large

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.


1. The name of the corporation is: **SOUTHEAST MEDICAL GROUP, P.A.**
2. The name and address of the registered agent and office is:
DAVID J. MENKHAUS, ESQUIRE, 4800 North Federal Highway, Suite 210-A, Boca Raton, FL 33431-5176.


David J. Menkhaus, Incorporator

Dated: Feb 26, 1997.

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 THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES 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.

Dated: Feb 26, 1997.


David J. Menkhaus,
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA