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FEDERAL MEDIATION

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FEDERAL TRIAL LAWYER

JODI G. BARRETT

JEFFREY L. BLOSTERN

JENNIFER S. CARROLL

BOARD MEMBER, APPELLATE LAWYER

K. STUART GOLDBERG

ANTHONY K. GOODMAN

GRYLL JOHNSON, JR.

J. RUSSELL SMITH, JR.

MEDICAL CONSULTANTS

EDWARD J. WARD, M.D.

IRVING GOLDBERG, M.D.

DIANA WOLSTEN, M.D.

CERTIFIED LEGAL ASSISTANTS

DANIEL A. LYONS

JOYCE K. NIESMAN

CONTROLLER

ELLEN R. HOFFACKER, CPA

Metzger
Sonneborn
& Rutter, P.A.

ATTORNEYS AT LAW

R970000021983

March 3, 1997

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Secretary of State of Florida
Corporations Division
Tallahassee, FL 32304

Re: Boca Physicians, P.A.
Our File No. 660401
Reservation No. R97000000958

Dear Staff:

I am enclosing herein the original and one copy of the Articles of Incorporation of the above-captioned corporation, under your Reservation Number R97000000958 and would appreciate your filing same.

Also enclosed is our check in the amount of \$122.50 to cover the cost of incorporation, as follows:

Filing Fee	\$35.00
Registered Agent fee	\$35.00
Certified copy	\$52.50

Enclosed also is a Certificate Designating Place of Business for the service of process within the state, naming the Resident Agent upon whom process may be served.

Very truly yours,

Terry Swartz

Terry Swartz

Enclosures

FILED
97 MAR -4 PM 1:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

February 27, 1997

TERRY SWARTZ
METZGER, SONNEBORN & RUTTER, P.A.
P. O. BOX 024486
WEST PALM BEACH, FL 33402-4486

The name BOCA PHYSICIANS, P.A. has been reserved for 120 days beginning February 27, 1997. The reservation number is R97000000958 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lantham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Tammy Hampton

Letter number: 697A00010285

ARTICLES OF INCORPORATION
OF
BOCA PHYSICIANS, P.A.

FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, being natural persons, competent to contract, and admitted to practice medicine under the laws of the State of Florida, hereby subscribe to and form this professional service corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation is BOCA PHYSICIANS, P.A.

ARTICLE II

NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is to engage in the practice of medicine by graduate physicians licensed to practice medicine in the State of Florida, which may include one or all of the following activities: to x-ray, examine, prescribe, treat or operate for any disease, pain, deformity, injury, or physical condition affecting a human person.

Corporation may also engage in the lease and/or purchase of real or personal property as may be necessary for the rendering of such services; to purchase the corporate assets of, merge or consolidate with any other domestic corporation or domestic professional service engaged in the same character of business; the creation of employee benefit plans and trusts incidental to the nature of the business; or to do any business as may be lawfully done by professional service corporations under the laws of the

State of Florida.

ARTICLE III

SHARES OF STOCK

The authorized capital stock of this corporation shall be four hundred (400) shares of common voting stock at no par value. Every share of capital common stock shall be entitled to equal voting rights; i.e. one vote per share. The Board of Directors shall have the sole authority to determine the manner and method of declaring dividends on the issued stock.

All of said stock shall be payable in cash or property, other than stock or securities in lieu of cash, at a just valuation to be determined by the Board of Directors of this corporation.

ARTICLE IV

INITIAL CAPITAL

The amount of capital with which this corporation shall begin business shall not be less than Five Hundred Dollars (\$500.00)

ARTICLE V

TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VI

ADDRESS

The initial post office address of the principal office of this corporation in the State of Florida is 1905 Clint Moore Road, Boca Raton, Florida 33496.

The Board of Directors may, from time to time, move the principal office to any other address within the State of Florida.

ARTICLE VII

DIRECTORS

This corporation shall initially have four (4) Directors. This number may be increased or diminished from time to time as provided for in the by-laws of the corporation.

ARTICLE VIII

INITIAL DIRECTORS

The names and post office addresses of the initial Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE</u>
Robert Sonneborn, M.D.	4855 Oxford Way Boca Raton, Fl. 33434	President
Seba Krumholtz, M.D.	2658 NW 48th St. Boca Raton, Fl. 33434	Vice-President
James Chong, M.D.	21776 Westmont Ct. Boca Raton, Fl. 33428	Treasurer
Leslie Levine, M.D.	10411 Stonebridge Blvd. Boca Raton, Fl. 33498	Secretary

ARTICLE IX

SUBSCRIBERS

The initial subscribers to these Articles of Incorporation are: Robert Sonneborn, M.D. whose address is 4855 Oxford Way, Boca Raton, Fl.; Seba Krumholtz, M.D. whose address is 2658 NW 48th St. Boca Raton, Fl.; James Chong, M.D. whose address is 21776 Westmont Ct. Boca Raton, Fl.; and Leslie Levine, M.D. 10411 Stonebridge Blvd. Boca Raton, Fl.

Each subscriber to these Articles of Incorporation agrees to subscribe to 25 shares of capital common stock.

ARTICLE X

AMENDMENTS

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

ARTICLE XI

LIMITATIONS ON CORPORATE STOCK

No individual, other than one duly licensed to practice medicine as a physician in the State of Florida, may own any corporate stock in this corporation, nor may any stockholder enter into any voting trust agreement or other type of agreement vesting another person or entity with the authority to exercise the voting power of any or all of his or her stock.

If any member, officer, shareholder, agent, or employee of the corporation, who has been rendering professional service to the public, becomes legally disqualified to render such professional services within the State of Florida, or accepts employment that, pursuant to existing law, places restrictions or limitations upon that person's continued rendering of such professional services, that person shall sever all employment with, and financial

interests in this corporation forthwith.

Only the Corporation, a stockholder in the Corporation, or a person licensed to practice medicine in the State of Florida, may be the transferee of Corporation stock.

If stock is to be sold to a non-stockholder, that sale must be approved by consent of the Corporation's Board of Directors.

The Corporation shall have the right to redeem its stock, at book value, if a stockholder dies, is adjudicated incompetent, retires, becomes disabled, otherwise terminates his/her employment, or is disqualified to practice medicine in the State of Florida.

If the Board of Directors of the Corporation, by majority vote, expressly resolves not to redeem its stock or fails to redeem said stock within sixty (60) calendar days of such stock becoming available for purchase, then only a current stockholder or a person qualified to practice medicine in the State of Florida may purchase the stock.

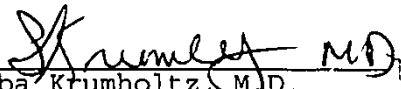
ARTICLE XII

PREEMPTIVE RIGHTS

No holder of any stock of the Corporation shall be entitled, as a matter of right, to purchase, subscribe for, or otherwise acquire any new or additional shares of stock of the Corporation of any class, or any options or warrants to purchase, subscribe for, or otherwise acquire any such new or additional shares, or any shares, bonds, notes, debentures, or other securities convertible into or carrying options or warrants to purchase, subscribe for, or otherwise acquire any such new or additional shares.

IN WITNESS WHEREOF, the undersigned, being the original

subscribers to the capital stock hereinabove named, for the purpose of forming a corporation to do business in the State of Florida, under the laws of the State of Florida, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and do agree to take the number of shares as set forth above, and do hereby execute these Articles of Incorporation on this _____ day of _____, 1997.


Seba Krumholtz, M.D.
As Vice President

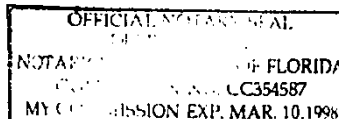
STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 3rd day of March, 1997 who is personally known to me.

(SEAL)


Debra E. Gartz



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.

Boca Physicians P.A.
That Robert Sonneborn, M.D., Seba Krumholtz, M.D., James
Chong, M.D. and Leslie Levine, M.D., desiring to organize under the
laws of the State of Florida, with its principal office at, 1905
Clint Moore Road in the city of Boca Raton, Florida 33496 has named
Seba Krumholtz, located at 2658 NW 48th Street, Boca Raton, Florida
33434, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT

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

SKrumholtz MD
Seba Krumholtz, M.D.
Resident Agent

FILED
97 MAR -4 PM 1:13
SECRETARY OF STATE
TALLAHASSEE FLORIDA