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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: DOUGLAS SLOTKOFF, M.D., P.A.
AUDIT NUMBER.....H97000005865
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 10, 1997

EMPIRE

SUBJECT: DOUGLAS SLOTKOFF, M.D., P.A.
REF: W97000008360

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

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) 487-6928.

Agnes Lunt
Corporate Specialist

FAX Aud. #: H97000005865
Letter Number: 997A00018079

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ARTICLES OF INCORPORATION
FOR PROFESSIONAL CORPORATION
(FS § 607.0202 and Chapter 621)

97 APR 14 AM 11:44

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned natural person, competent and licensed to practice medicine in the State of Florida, acting hereby as Incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of Section 607, Florida Business Corporation Act, and Section 621, Florida Professional Service Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

I

Name of Corporation Principal Office and Mailing Address

The name of this corporation shall be Douglas Slotkoff, M.D., P.A.

The principal office of this corporation shall be 600 Alton Road, Suite 501, Miami Beach, Florida 33139.

The mailing address of this corporation shall be 8240 SW 210 Street, Apartment C 120, Miami, Florida 33189.

II

Purposes

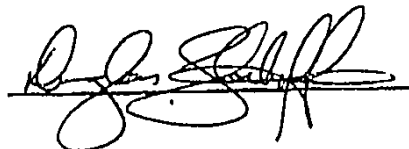
The general nature and purposes of business to be transacted, promoted and carried on by the corporation are as follows:

- a. To engage in every aspect in the practice of medicine, and all its fields of specializations.
- b. To engage and render the professional services involved only through its officers, agents and employees who shall be medical doctors in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.
- c. To invest its funds in real estate, mortgages, stocks, bonds and any other types of investments permitted by law.
- d. To engage in no other business other than the rendition of the professional services specified herein.
- e. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

III

Capital Stock

- a. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 500 shares of common stock at One Dollar (\$1.00) per share par value.



THIS INSTRUMENT PREPARED BY:
Peter Proxill, Esquire
Florida Bar No. 239933
3523 Sunset Drive, Suite 210
Miami, Florida 33143
(305) 662-9304

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b. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

c. Shares of the corporation's stock and certificates shall be issued only to medical doctors in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

IV

Duration

The corporation shall have perpetual existence.

V

Registered Agent

The address of this corporation's initial registered office is 5825 Sunset Drive, Suite 210, South Miami, Florida 33143 and the name of its initial registered agent at said address is Peter Previti.

VI

Incorporator

The name and address of the Incorporator is as follows:

Douglas Slotkoff, M.D.
8240 SW 210 Street, Apartment C 120
Miami, Florida 33189

VII

Board of Directors

The corporation shall have a Board of Directors consisting of one or more persons. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders, but shall never be less than one. The names and addresses of the initial Directors of this corporation are:

Douglas Slotkoff, M.D.
8240 SW 210 Street, Apartment C 120
Miami, Florida 33189

VIII

Informal Shareholder Action

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

IX

Severance and Termination of Employment

If any officer, director, stockholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitation on his continued rendering of such professional services, he shall forthwith sever all employment with the corporation, and shall not thereafter

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participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualifications of any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

X

Informal Director Action

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

XI

Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

XII

Bylaw Amendment

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of Florida governing a Professional Service Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in the State of Florida, this 4 day of April, 1997.


Douglas Slotkoff, M.D., Incorporator


Peter Previti, Registered Agent


STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 4th day of April, 1997, by Douglas Slotkoff, M.D., as Incorporator of Douglas Slotkoff, M.D., P.A., on behalf of the corporation, who is personally known to me or who has produced (personally known to me) as identification.

My commission expires:

OFFICIAL NOTARY SEAL
EDWARD H. MILLIGAN
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC451546
MY COMMISSION EXP. APR. 9, 1999




Notary Public, State of Florida
Printed, typed or stamped name:
Edward H. Milligan
(Serial number, if any)

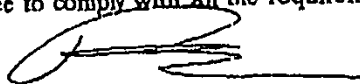
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ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT FOR

DOUGLAS SLOTKOFF, M.D., P.A.

Having been named Initial Registered Agent to accept service of process on the Corporation at the Initial Registered Office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of law pertaining thereto.



Peter Previti

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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EMPIRE CORPORATE KIT

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