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ACCOUNT NO. : 072100000032

REFERENCE : 329933 8960A

AUTHORIZATION :

COST LIMIT : \$ 122.50

ORDER DATE : April 14, 1997

ORDER TIME : 11:54 AM

ORDER NO. : 329933-005

CUSTOMER NO: 8960A

CUSTOMER: Debbie Miller, Legal Assistant
EDWARD E. LEVINSON, P.A.

Financial Federal Bldg., ph-e
407 Lincoln Road
Miami Beach, FL 33139

200002144562--0

DOMESTIC FILING

NAME: MDL OF SOUTH FLORIDA, 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: Tonya C. Holliday

EXAMINER'S INITIALS: _____

FILED
97 APR 16 PM 9:52
TALLAHASSEE
FLA

RECEIVED
97 APR 15 PM 4:47
DIVISION OF CORPORATIONS
TALLAHASSEE, FLA

APR 16 1997

ARTICLES OF INCORPORATION
OF
MDL OF SOUTH FLORIDA, INC.

FILED
97 APR 16 PM 9:52
SEC
TALL
FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

MDL OF SOUTH FLORIDA, INC.

The address of the principal office of this corporation shall be 3227 Bird Avenue, Coconut Grove, Florida 33133, and the mailing address of the corporation shall be the same.

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 United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 407 Lincoln Road, PH-SE, Miami Beach, Florida 33139, and the name of the initial registered agent of the corporation at that address is Edward E. Levinson.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have one officer and one director, initially. The name and street address of the initial officer and director who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

| | |
|------------------------|------------------------------|
| Michael D. Levine | 3227 Bird Avenue |
| Dir./Pres./Sec./Treas. | Coconut Grove, Florida 33133 |

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of
Corporation Service Company, has hereunto set their hand
and seal of Corporation Service Company, on April 15, 1997.

CORPORATION SERVICE COMPANY

By: Karen B. Rozar
Its Agent, Karen B. Rozar

GLS/tch

**CERTIFICATE OF DESIGNATION OF
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: MDL OF SOUTH FLORIDA, INC

2. The name and address of the registered agent and office is:

EDWARD E. LEVINSON

(Name)

407 LINCOLN ROAD, PH-SE

(P.O. Box NOT acceptable)

MIAMI BEACH, FLORIDA 33139

(City/State/Zip)

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.

SIGNATURE

Edward E. Levinson

DATE APRIL 15, 1997

REGISTERED AGENT FILING FEE: \$35.00

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314