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FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: FAS-T CORP. AGENTS, INC.  
CONTACT: LIDIA FERNANDEZ  
PHONE: (305)599-0839

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NAME: MARGARET I. BRELL, MD, PA.  
AUDIT NUMBER.....H97000007636  
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.  
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**FLORIDA DEPARTMENT OF STATE**  
Sandra B. Mortham  
Secretary of State

May 9, 1997

FAS-T CORP. AGENTS, INC.

SUBJECT: MARGARET I. GRELL, MD, PA.  
REF: W97000010706

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

The corporate name must be identical throughout the document.

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) 487-6926.

Teresa Brown  
Corporate Specialist

FAX Aud. #: H97000007636  
Letter Number: 997A00024786

**ARTICLES OF INCORPORATION**  
**OF**  
**MARGARET I. GRELL, M.D. P.A.**

The undersigned natural persons, each of whom is licensed or otherwise legally permitted to practice the profession of Medicine in the State of Florida, hereby associate themselves for the purpose of forming a Professional Service Corporation under the provisions of the Florida Professional Service Corporation Act, Chapter 621, Florida Statutes, and hereby adopt the following Articles of Incorporation for such Corporation:

**ARTICLE I - NAME**

The name of the corporation shall be:

MARGARET I. GRELL, M.D. P.A.

The principal place of business of this corporation shall be:

2421 N 40 AVENUE, APT. 110  
HOLLYWOOD FL 33021

**ARTICLE II - DURATION**

This Corporation shall have perpetual existence, commencing on the date of filing of these Articles.

**ARTICLE III - PURPOSE**

This Corporation is organized for the purpose of practicing the profession of Medicine and for the purpose of entering into agreements, contracts, and acquiring such other real and personal property as may be necessary and incidental to the purpose of performance of its professional services, for no other purposes except those specified under F.S. 621.08, to-wit: the investment of its funds in real estate, mortgages, stocks and bonds, or any other type of investments.

**ARTICLE IV - CAPITAL STOCK**

This Corporation is authorized to issue five hundred shares of One Dollar (\$1.00) Par Value Common Stock. Said Stock shall be issued pursuant to a plan under

Prepared by: Gillian Lord Breakspeare PA  
9150 SW 87th Ave. # 201  
Miami, FL 33176  
(305) 274-5811

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Section 1244 of the Internal Revenue Code of 1954 as amended by the Small Business Tax Revision Act of 1958.

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.

#### ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale of any new stock of this Corporation of the same class or series as that which he already holds, shall have the right to his Pro-rata share thereof as nearly as may be done without the issuance of fractional shares at the price which said new shares are offered to others.

#### ARTICLE VI - RIGHTS OF SHAREHOLDERS

Except as otherwise provided by law, the entire voting power for the selection of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

#### ARTICLE VII - INCORPORATOR

The name and street address of the incorporator to these articles of incorporation is: GILLIAN LORD BREAKSPEARE, 9150 SW 87 Avenue, #201, Miami FL 33176.

#### ARTICLE VII - BYLAWS

The Corporation may adopt Bylaws. The sole power to adopt, amend or repeal Bylaws shall be vested in the Shareholders.

#### ARTICLE VIII - SHAREHOLDER MANAGEMENT

All Corporate powers shall be exercised by or under the authority of the Shareholders; and the business and affairs of the Corporation may be managed by the Shareholders.

#### ARTICLE IX - POWERS

The Corporation shall have all the Corporate Powers enumerated in the Florida

General Corporations Act, Florida Statutes, Chapter 607, et. seq.

**ARTICLE X - AMENDMENT**

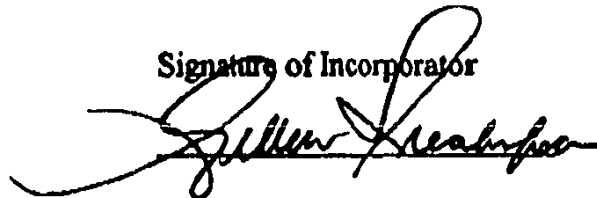
This Corporation reserves the right to amend or repeal, in the manner provided by law, the provisions contained in these Articles or any Amendments thereto, and any rights conferred upon Shareholders is subject to this reservation.

**ARTICLE XI - DISSOLUTION**

This Corporation may be dissolved at any time by unanimous written consent of the shareholders or upon resolution of the Board of Directors ratified by a majority vote of the shareholders.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 9 day of may, 1997.

Signature of Incorporator

A handwritten signature in black ink, appearing to read "Gillian K. Leachman", written over a horizontal line.

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

Pursuant to the provisions of Section 607.325, 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:

MARGARET I. GRELL, MD. PA

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

MARGARET I. GRELL, MD  
2421 N 40 AVENUE, APT 110

(P.O.BOX NOT ACCEPTABLE)

HOLLYWOOD, FL 33021

(CITY/STATE/ZIP)

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HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE

*Margaret Grell*

DATE

5/8/97