



THE UNITED STATES  
CORPORATION  
COMPANY

P97000044469

ACCOUNT NO. : 072100000032

REFERENCE : 392974 4329904

AUTHORIZATION : *Patricia Pijet*

COST LIMIT : \$ 122.50

ORDER DATE : May 15, 1997

ORDER TIME : 10:51 AM

ORDER NO. : 392974-005

CUSTOMER NO: 4329904

700002180017--5

CUSTOMER: Jodi Laurence, Esq  
BROAD AND CASSEL

Suite 300  
7777 Glades Road  
Boca Raton, FL 33434

DOMESTIC FILING

NAME: BOCA MEDICAL GROUP, 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: W. Charles Earnest

EXAMINER'S INITIALS:

~~612~~  
~~W97 11387~~

RECEIVED  
97 MAY 15 PM 12:23  
DIVISION OF CORPORATION

FILED  
97 MAY 19 AM 9:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*DNC*  
*5-20-97*



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

May 16, 1997

CSC NETWORKS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301

SUBJECT: BOCA MEDICAL GROUP, INC.  
Ref. Number: W97000011387

We have received your document for BOCA MEDICAL GROUP, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

The registered agent and registered office listed in your articles of incorporation must be consistent throughout 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) 487-6973.

Claretha Golden  
Document Specialist

Letter Number: 897A00026354



ACCOUNT NO. : 072100000032

REFERENCE : 396626 4329904

AUTHORIZATION : *Patricia P. Smith*

COST LIMIT : \$ 122.50

ORDER DATE : May 19, 1997

ORDER TIME : 11:39 AM

ORDER NO. : 396626-005

CUSTOMER NO: 4329904

CUSTOMER: Jodi Laurence, Esq  
BROAD AND CASSEL

Suite 300  
7777 Glades Road  
Boca Raton, FL 33434

DOMESTIC FILING

NAME: BOCA MEDICAL GROUP, 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:

97 MAY 19 PM 1:59  
DIVISION OF CORPORATIONS

*Dmc 5/20/97*

ARTICLES OF INCORPORATION  
OF  
BOCA MEDICAL GROUP, INC.

FILED

97 MAY 19 AM 9:47

SECRET  
TALLAHASSEE, FLORIDA

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name and initial address of this Corporation shall be: Boca Medical Group, Inc., 19496 Preserve Drive, Boca Raton, Florida 33498, with the privilege of having its offices and branch offices at other places within or without the State of Florida.

ARTICLE II

This Corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock are as follows:

<u>NUMBER OF SHARES</u> <u>AUTHORIZED</u>	<u>PAR VALUE</u> <u>PER SHARE</u>	<u>CLASS OF</u> <u>STOCK</u>
7,500	\$.01	Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this Corporation.

ARTICLE IV

This Corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

#### ARTICLE V

The initial registered office of this Corporation is 7777 Glades Road, Suite 300, Boca Raton, Florida 33434. The initial registered agent at that address is Jodi B. Laurence.

#### ARTICLE VI

The Corporation shall have one (1) director initially. The name and address of the first director of the Corporation, who shall hold office for the first year or until her successor is duly elected and qualified, is:

<u>Name</u>	<u>Address</u>
Marta Khris, M.D.	19496 Preserve Drive Boca Raton, Florida 33498

#### ARTICLE VII

The name and address of the incorporator is: Jodi B. Laurence, 7777 Glades Road, Suite 300, Boca Raton, Florida 33434.

#### ARTICLE VIII

No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this Corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

ARTICLE IX

The private property of the shareholders shall not be subject to payment of the corporate debts to any extent.

ARTICLE X

This Corporation may indemnify and insure its officers and directors to the fullest extent permitted by law.

IN WITNESS WHEREOF, I, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a Corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 14th day of May, 1997.

  
Jodi B. Laurence, Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICES OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

**FILED**

97 MAY 19 AM 9:47

SEC. OF STATE  
TALLAHASSEE, FLORIDA

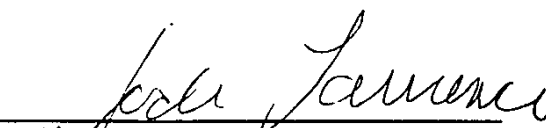
In compliance with the laws of the State of Florida, the following is submitted:

First - That Boca Medical Group, Inc., desiring to organize under the laws of the State of Florida, has designated 7777 Glades Road, Suite 300, Boca Raton, Florida 33434 as the place of business for the service of process within this state.

Second -- That the above corporation has named Jodi B. Laurence as its statutory registered agent.

Having been named the statutory agent of the above Corporation at the place designated in this Certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

Dated this 14th day of May, 1997.

  
\_\_\_\_\_  
Jodi B. Laurence  
Registered Agent