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A PROFESSIONAL ASSOCIATION

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MIAMI, FLORIDA 33133
TELEPHONE (305) 858-5555
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June 25, 1997

FACSIMILE (305) 858-4777

Florida Department of State Division of Corporations P.O. Box 6327 Tallahassee, Florida 32314

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Re: INSTITUTE FOR HEALTH AND HEALING OF THE PALM BEACHES, INC.

Dear Sir/Madam:

Enclosed please find an originally executed copy and one photocopy of the Articles of Incorporation for the above-captioned entity along with a check in the amount of \$122.50 made payable to the Florida Department of State. Please file the aforementioned document as soon as practicable and provide the undersigned with a certified copy thereafter.

Thank you in advance for your attention to this matter. Please feel free to contact the undersigned directly at (305) 860-7098 if there are any questions or comments.

Sincerely,

ADORNO & ZEDER, P.A.

Justin T. Wilson

Legal Assistant

encl.

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FORT LAUDERDALE



ARTICLES OF INCORPORATION OF

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INSTITUTE FOR HEALTH AND HEALING OF THE PALM BEACHES, INC.

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the provisions of Chapter 607 Florida Statutes:

ARTICLE I. - NAME

The name of this corporation is Institute for Health and Healing of the Palm Beaches, Inc. (the "Corporation").

ARTICLE II. - ADDRESS

The principal business and mailing address of the Corporation is:

3275 West Hillsboro Road Suite 207 Deerfield Beach, Florida 33442

ARTICLE III. - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 1,000 shares of Common Stock having a par value of \$1.00 per share.

ARTICLE IV. - INITIAL REGISTERED ____OFFICE AND AGENT

The initial registered office of this Corporation shall be at 3275 West Hillsboro Road, Suite 207, Deerfield Beach, Florida 33442 and the initial registered agent of this Corporation at such office shall be Alan I. Miller, M.D.

ARTICLE V. - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is Alan I. Miller, M.D., 3275 Hillsboro Road, Suite 207, Deerfield Beach, Florida 33442.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on June 17, 1997.

Alan I. Miller, M.D., Incorporator

LON Mis

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT AND REGISTERED OFFICE AND ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

- 1. The name of the Corporation is Institute for Health and Healing of the Palm Beaches, Inc.
- 2. The name and address of the Registered Agent and the Registered Office is: Alan I. Miller, M.D., 3275 Hillsboro Road, Suite 207, Deerfield Beach, Florida 33442.

Pursuant to Section 607.0501, Florida Statutes, the undersigned has been named to act as the Registered Agent of Institute for Health and Healing of the Palm Beaches, Inc., at the place designated in this certificate and the undersigned agrees to accept such appointment and to act in that capacity. The undersigned further agrees that the undersigned will comply with Section 607.0505, Florida Statutes, relating to the proper and complete performance of the duties of the registered agent of the Corporation and that the undersigned is familiar with and accepts the obligations of the position of registered agent for the Corporation.

Dated this 17 day of June, 1997

Alan I. Miller, M.D., Registered Agent

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