



**THE UNITED STATES
CORPORATION**
COMPANY

REFERENCE : 473516 7133027

AUTHORIZATION :

COST LIMIT : \$ 122.50

ORDER DATE : July 24, 1997

ORDER TIME : 10:42 AM

ORDER NO. : 473516-005

CUSTOMER NO: 7133027

CUSTOMER: Ms. Jill A. Zimmerman
RICHARD A. MILLS III, P.A.

700002246727--1

Suite 301
2881 East Oakland Park Blvd.
Fort Lauderdale, FL 33306

DOMESTIC FILING

NAME: RICHARD A. MILLS III, P.A.

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: Michael E. Klunk

EXAMINER'S INITIALS:

SN JUL 24 1997

8

ARTICLES OF INCORPORATION

OF

RICHARD A. MILLS III, P.A.

FILED

97 JUL 24 PM 3:10

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida, by and under the provision for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

The name and business address of this corporation shall be:

RICHARD A. MILLS III, P.A.
2881 East Oakland Park Boulevard
Suite 301
Fort Lauderdale, Florida 33306

The purposes for which this corporation is formed are:

(a) To engage in the practice of law as a professional law corporation and to carry on services incident to the practice of law. The practice of law is the sole and exclusive professional service to be rendered by this corporation.

(b) To own property, enter into contracts, and to carry on any business necessary or incidental to the accomplishment or furtherance of the purposes or objects of this corporation.

The professional services of this corporation shall be carried out only through officers, employees, and agents, each of whom has been admitted to the bar of, and is duly authorized to practice law in, the State of Florida.

ARTICLE II

The authorized capital stock of this corporation shall consist of One Thousand (1,000) shares of common stock of the par value of One Dollars (\$1.00) per share.

Each holder of common stock shall have one vote for each share of such stock held. The whole or any part of the capital stock of this corporation shall be payable in lawful money of the United States or proper labor or services at a just valuation to be fixed by the directors. A majority of the outstanding shares of stock

shall constitute a quorum at shareholders' meetings unless the By-Laws shall make provisions for some lesser percentage of shares (not less than 33-1/3%). All shareholders of the corporation shall be duly licensed medical doctors under the laws of the State of Florida.

ARTICLE III

This Corporation is to have perpetual existence.

ARTICLE IV

The street address of the initial registered office of this corporation is 2881 East Oakland Park Boulevard, Suite 301, Fort Lauderdale, Florida 33306, and the mailing address is the same.

The name of the initial registered agent of this Corporation at that address is Richard A. Mills, III, Esquire. The Board of Directors may, from time to time, move the registered office to any other address within or without the State of Florida.

ARTICLE V

This corporation shall at all times have at least one (1) director. The number of directors may be increased or decreased from time to time in the manner set forth in the By-Laws adopted by the stockholders. Initially the Corporation shall have one (1) director.

ARTICLE VI

The names and addresses of the members of the first Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
RICHARD A. MILLS, III	2889 N.E. 27th Street Fort Lauderdale, Florida 33306

ARTICLE VII

The name and address of the subscriber of these Articles of Incorporation is as follows:

<u>Name</u>	<u>Address</u>
RICHARD A. MILLS, III	2889 N.E. 27th Street Fort Lauderdale, Florida 33306

ARTICLE VIII

The following additional provisions for the regulation of the business and for the conduct of the affairs of the corporation and creating, dividing, limiting and regulating the powers of the corporation, its stockholders and directors, are hereby adopted as part of these Articles of Incorporation:

(a) The Board of Directors from time to time shall determine whether, and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the Corporation, or any of them, shall be open to the inspection of the stockholders.

(b) The directors may prescribe a method or methods for replacement of lost stock certificates, and prescribe reasonable conditions by way of security, upon the issue of new certificates therefor.

(c) Each stockholder of the Corporation shall be entitled as such, as a matter of right, to purchase or subscribe for his proportionate share of any stock of any class which the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether out of unissued shares authorized by the Articles of Incorporation of the Corporation as originally filed or by an amendment thereof, or out of shares of stock of the Corporation acquired by it after the issued thereof, and whether issued for cash or otherwise, and each stockholder shall be entitled to any right of subscription to any thereof; it being the intent hereof that all stockholders shall have preemptive rights to the full extent permitted by law. Each stockholder shall be entitled, as a matter of right, to purchase or subscribe for its proportionate share of any obligations which the Corporation may issue or sell that may be convertible into or exchangeable for any shares of the stock of the Corporation or any class or classes, or to which shall be attached or appurtenant any warrant or warrants, or any instruments or instrument that shall confer upon the holder or holders of such obligations the right to subscribe

for or purchase from the Corporation any share of its capital stock of any class or classes.

(d) Each and every director and officer of the Corporation shall be indemnified by the Corporation against all costs, expenses and liabilities, including attorneys' fees at all trial and appellate levels reasonably incurred or imposed upon him or her in connection with any action, suit or proceeding in which he or she becomes involved by reason of his or her being or having been a director or officer of the Corporation. The foregoing provision for indemnification shall apply whether or not such person is a director or officer at the time such cost, expense or liability is incurred.

1. To the extent that a director or officer of the Corporation has been successful on the merits or otherwise in the defense of any such action, suit or proceeding, such director or officer shall have an automatic right of indemnity under this Article.

2. In all cases other than those set forth in the foregoing Paragraph (d)(1), indemnification of a director or officer shall be only upon a determination that such indemnification is proper in the circumstances as the director or officer acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interest of the Corporation. With respect to any criminal action or proceeding, indemnification shall be had only upon the additional determination that such director or officer had no reasonable cause to believe his or her conduct was unlawful.

3. In the event any such action, suit or proceeding is resolved by settlement, the indemnification provided for in this Article shall not be automatic and shall apply only when such settlement has been properly approved and a determination as set forth in foregoing Paragraph (d)(2) has been made.

4. No indemnification shall be made in respect of any claim, issue or matter as to which a director or officer shall or has been adjudged to be liable for negligence or misconduct in performance of his duty to the Corporation unless, and only to the extent, that the Court in which such action or suit was brought shall determine upon application that despite adjudication of liability, but in view of all circumstances of the case, such director or officer is fairly and reasonably entitled to indemnity for such expenses which the Court shall deem proper. No indemnification shall be made in respect of any claim, issue or matter as to which a

director or officer shall have admitted to liability for negligence or misconduct in performance of his duty to the Corporation.

5. The determination required under Paragraph (d)(2) above shall be made:

(i) By the Board of Directors, by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding;

(ii) If such quorum is not obtainable, or even if obtainable a quorum of disinterested directors so directs by independent legal counsel in a written opinion; or

(iii) By the shareholders, by a majority vote of a quorum consisting of shareholders who were not parties to such action, suit or proceeding.

6. Directors may set salaries or other compensation of officers without prior stockholder consent or subsequent stockholder ratification, including setting salaries or other compensation for members of the Board who may also from time to time serve as officers of the Corporation.


ARTICLE IX

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders having the right to vote on any such amendment, and approved at a stockholders' meeting by a two thirds (2/3) vote of the stock entitled a vote thereon, unless all the directors and all the stockholders entitled to vote thereon sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE X

This Corporation shall have the power to take any actions and to do all things permitted under the Florida Professional Services Corporation Act and the Florida General Corporation Act (to the extent powers granted under the latter do not conflict with the former, in which case the former shall control).

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Fort Lauderdale, Broward County, Florida, for the uses and purposes aforesaid this 22nd day of July, 1997.


RICHARD A. MILLS, III, Subscriber

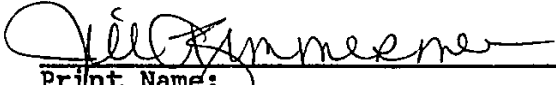
STATE OF FLORIDA)
COUNTY OF BROWARD)

The foregoing Articles of Incorporation were acknowledged before me this 22nd day of July, 1997, by RICHARD A. MILLS, III, who is personally known to me or has produced as identification and known to be the subscriber to said Articles of Incorporation.

My Commission Expires:




J. A. Zimmerman
MY COMMISSION # CG616955 EXPIRES
April 27, 2001
BONDED THRU TROY FAIR INSURANCE, INC.


Print Name:

Notary Public, State of Florida

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above named corporation at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity, and agree to comply with the provision of Chapter 48.091, Florida Statutes, relative to keeping said office open for service of process.


RICHARD A. MILLS, III
Registered Agent

FILED
97 JUL 24 PM 3:11
TALLAHASSEE, FLORIDA

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


In pursuance of Chapter 48.091, Florida Statutes, the
following is submitted, in compliance with said Act:

First--That RICHARD A. MILLS III, P.A., chartered under the
laws of the State of Florida with its principal office, as
indicated in the Articles of Incorporation at Fort Lauderdale,
County of Broward, State of Florida, has named Richard A. Mills,
III, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

(Must be signed by designated agent)

Having been named to accept service of process for the above-
stated corporation, at the place designated in this certificate, I
hereby accept to act in the capacity and agree to comply with the
provision of said Act relative to keeping open said office.



RICHARD A. MILLS, III
Registered Agent

FILED
97 JUL 24 PM 3:11
TALLAHASSEE, FLORIDA