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FLORIDA DIVISION OF CORPORATIONS

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NAME: MD CENTERS, INC.

AUDIT NUMBER.....H97000012327

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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**ARTICLES OF INCORPORATION**  
**OF**  
**MD CENTERS, INC.**

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**THE UNDERSIGNED** incorporator, for purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

**FIRST:** The name of the corporation is MD Centers, Inc. (the "Corporation").

**SECOND:** The principal office address and mailing address of the Corporation is 5201 Blue Lagoon Drive, Suite 550, Miami, Florida 33126.

**THIRD:** The total number of shares of stock which the Corporation shall have authority to issue is one hundred (100) shares of common stock, par value \$.01 per share. Each share of Common Stock shall be entitled to one vote.

**FOURTH:** The street address of the initial registered office of the Corporation is Stroock & Stroock & Lavan, LLP, 200 South Biscayne Boulevard, 33<sup>rd</sup> Floor, Miami, Florida 33131, and the registered agent at that address is Arnold D. Shevin, Esq.

**FIFTH:** The name and address of the incorporator of the Corporation is St. John Daugherty, Esq., Stroock & Stroock & Lavan, LLP, 200 South Biscayne Boulevard, 33<sup>rd</sup> Floor, Miami, Florida 33131.

**SIXTH:** The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.

**SEVENTH:** All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation managed under the direction of, its Board of Directors. This Corporation shall have two directors initially. The names and addresses of the initial members of the Board of Directors are:

Sharon Dresser  
Director

14502 North Dale Mabry, Suite 301  
Tampa, Florida 33618

Marc Milgram  
Director

5201 Blue Lagoon Drive, Suite 550  
Miami, Florida 33126

St. John Daugherty, Esq.  
Fla. Bar No. 937274  
Stroock & Stroock & Lavan LLP  
200 So. Biscayne Blvd.  
Miami, FL 33131

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**EIGHTH:** The name and address of the initial officers of the Corporation who shall hold office for the first year of the Corporation, or until their successors are elected or appointed, are:

Sharon Dresser  
President

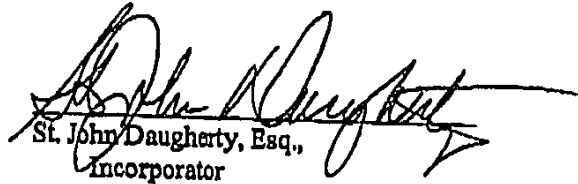
14502 North Dale Mabry, Suite 301  
Tampa, Florida 33618

Marc Milgram  
Secretary

5201 Blue Lagoon Drive, Suite 550  
Miami, Florida 33126

**NINTH:** The Corporation shall indemnify its officers and directors to the fullest extent permitted by law.

**IN WITNESS WHEREOF,** the undersigned incorporator has executed these Articles of Incorporation this 29<sup>th</sup> day of July, 1997.

  
St. John Daugherty, Esq.,  
Incorporator

This instrument was prepared by:  
St. John Daugherty, Esq.  
Lic #937274  
200 South Biscayne Blvd.  
3300 First Union Financial Center  
Miami, Florida 33131

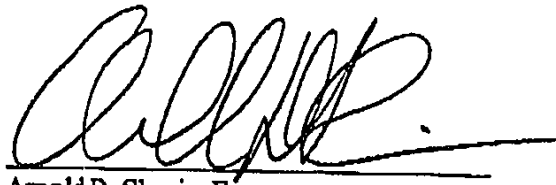
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**ACCEPTANCE OF APPOINTMENT  
OF  
REGISTERED AGENT**

I HEREBY accept the appointment as registered agent contained in the foregoing Articles of Incorporation for MD Centers, Inc., and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.

Dated: July 29, 1997

  
Arnold D. Shevin, Esq.

This instrument was prepared by:  
St. John Daugherty, Esq.  
Lic #937274  
Stroock & Stroock & Lavan, LLP  
200 South Biscayne Blvd.  
3300 First Union Financial Center  
Miami, Florida 33131

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