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Kenneth W. McCoy, P.A.
Accounting Firm

15150 N.W. 79th Court
Suite 195
Miami Lakes, Florida 33016
Phone: (305) 362-1841

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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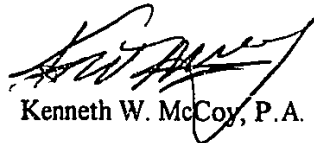
RE: ISAAC MERENFELD, M.D., P.A.

Dear Sir/Madam:

Enclosed please find two (2) executed copies of Articles of Incorporation for ISAAC MERENFELD, M.D., P.A. together with a check for one hundred twenty two 50/100 dollars (\$122.50).

Thank you for your prompt attention to this matter.

Sincerely,


Kenneth W. McCoy, P.A.

Mail to: Kenneth W. McCoy, P. A.
15150 N.W. 79 Court, Suite 195
Miami Lakes, FL 33016
(305) 362-1841

FILED
97 AUG 11 PM 4:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Kenneth McCoy GAVE
AUTHORIZATION BY PHONE TO
CORRECT article 3
DATE 8-12-97
DOC. EXAM OK

101 AUG 11 1997

ARTICLES OF INCORPORATION

OF

ISAAC MERENFELD, M.D., P.A.

ARTICLE I - NAME & ADDRESS

THE NAME AND ADDRESS OF THE CORPORATION SHALL BE:

ISAAC MERENFELD, M.D., P.A.

19431 N.W. 8th STREET
PEMBROKE PINES, FL 33029

ARTICLE II - DURATION

THIS CORPORATION SHALL HAVE PERPETUAL EXISTENCE UNLESS
DISSOLVED ACCORDING TO LAW AND ITS EXISTENCE UPON FILING DATE.

ARTICLE III - PURPOSE

THE CORPORATION IS ORGANIZED FOR THE PURPOSE OF TRANSACTING
ANY AND ALL LAWFUL BUSINESS, AS A LICENSED MEDICAL DOCTOR

ARTICLE IV - CAPITAL STOCK

THE CORPORATION IS AUTHORIZED TO ISSUE ONE THOUSAND (1000)
SHARES OF FIFTY CENTS (\$0.50), PAR VALUE, COMMON STOCK WHICH SHALL BE
DESIGNATED "COMMON SHARES".

ARTICLE V - POWER OF SHAREHOLDERS

THERE SHALL BE NO BOARD OF DIRECTORS AND ALL AFFAIRS NORMALLY
CONDUCTED BY A BOARD OF DIRECTORS SHALL BE CONDUCTED BY THE
SHAREHOLDERS. THE SHAREHOLDERS SHALL HAVE THE SAME POWER AND
AUTHORITY AS THAT OF A BOARD OF DIRECTORS.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI - INDEMNIFICATION

THE CORPORATION SHALL INDEMNIFY THE OFFICERS AND SHAREHOLDERS OF THE CORPORATION TO THE FULLEST EXTENT AUTHORIZED BY SECTION 607.014, FLORIDA STATUTES. FOR THE PURPOSE OF INTERPRETING THIS ARTICLE AND THE AFOREMENTIONED FLORIDA STATUTE, THE SHAREHOLDER SHALL BE CONSIDERED A DIRECTOR WHEN THE ACTION TAKEN BY HIM FOR WHICH INDEMNIFICATION IS SOUGHT IS ACTION TRADITIONALLY CONDUCTED BY A DIRECTOR.

ARTICLE VII - INCORPORATOR

THE NAME AND ADDRESS OF THE PERSON SIGNING THESE ARTICLES OF INCORPORATION IS:

ISAAC MERENFELD, M.D.
19431 N.W. 8th STREET
PEMBROKE PINES, FL 33029

ARTICLE VIII - INITIAL REGISTERED AND PRINCIPAL OFFICE AND AGENT

THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THIS CORPORATION IS:

19431 N.W. 8th STREET
PEMBROKE PINES, FL 33029

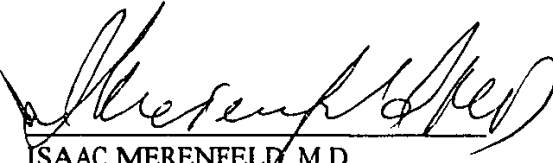
AND THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION AT THAT ADDRESS IS:

ISAAC MERENFELD, M.D.

REGISTERED AGENT CERTIFICATE

THE UNDERSIGNED HEREBY ACCEPTS THE OFFICE OF REGISTERED AGENT
FOR ISAAC MERENFELD, M.D., P.A., AND AGREES TO ACCEPT SERVICE OF
PROCESS FOR SAID CORPORATION AT THE PLACE DESIGNATED IN ITS ARTICLES
OF INCORPORATION AS ITS PRINCIPAL PLACE OF BUSINESS AND TO ACT IN SAID
CAPACITY IN ACCORDANCE WITH THE LAWS OF THE STATE OF FLORIDA.

DATED, AT MIAMI, DADE COUNTY, FLORIDA, ON THIS 6TH DAY
OF August 1997.


ISAAC MERENFELD, M.D.

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97 AUG 11 PM 4:24
SECRETARY OF STATE
TALLAHASSEE, FL 32399-0400

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR, HAS
EXECUTED THESE ARTICLES OF INCORPORATION, ON THIS 6TH DAY
OF August 1997.

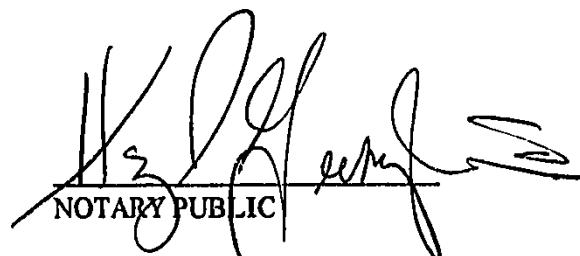

INCORPORATOR

STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, THE UNDERSIGNED AUTHORITY, A NOTARY PUBLIC,
AUTHORIZED TO TAKE ACKNOWLEDGMENTS IN THE STATE AND COUNTY SET
FORTH HEREIN ABOVE, PERSONALLY APPEARED ISAAC MERENFELD, M.D., WHO
PRODUCED THE FOLLOWING FLORIDA DRIVER'S LICENSE NUMBER M-651-400-
50-170, KNOWN TO BE AND KNOWN BY ME TO BE THE PERSON WHO
EXECUTED THE FOREGOING ARTICLES OF INCORPORATION OF ISAAC
MERENFELD, M.D., P.A., AND HE/ SHE ACKNOWLEDGED BEFORE ME THAT
HE/SHE EXECUTED THESE ARTICLES OF INCORPORATION.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED MY
SEAL IN THE STATE AND COUNTY AFORESAID, ON THIS 6TH DAY
OF August 1997.


NOTARY PUBLIC



HARRY E. REISSINGER III
My Commission CO401700
Expires Nov. 25, 1999