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CONTACT: RAY STORMONT
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FAX #: (305)541-3770

NAME: MARIE-CAROLE DESROSIERS, M.D., P.A.

AUDIT NUMBER.....H97000013344

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

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PAGES..... 3

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 14, 1997

ADAM M. MILLER
44 W. FLAGLER ST., STE. 402
MIAMI, FL 33130

SUBJECT: MARIE-CAROLE DESROSIERS, M.D., P.A.
REF: W97000018734

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The person designated as registered agent in the document and the person signing as registered agent must be the same.

PLEASE LIST THE NAME OF THE INCORPORATOR WITHIN YOUR ARTICLES.

If you have any further questions concerning your document, please call (850) 487-6878.

John Nedean
Document Specialist

FAX Aud. #: H97000013344
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**ARTICLES OF INCORPORATION
OF
MARIE-CAROLE DESROSNIERS, M.D., P.A.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a Professional Association under Florida's Professional Service Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE 1: NAME

The name of the Professional Association shall be: Marie-Carole Desrosiers, M.D., P.A.

ARTICLE 2: PRINCIPAL PLACE OF BUSINESS

The principal place of business of this Professional Association shall be: 140 South Federal Highway, Dania, Florida, 33004.

ARTICLE 3: SHARES

All stock issued by this Professional Association shall be common voting stock of a single class. The number of shares of stock that this Professional Association is authorized to have outstanding at any time is: 500

ARTICLE 4: INITIAL REGISTERED AGENT AND REGISTERED OFFICE:

The name of the initial registered agent is Adam M. Miller whose registered office is located at: 44 West Flagler Street, Suite 402, Miami, Florida, 33130.

ARTICLE 5: PURPOSE AND RESTRICTIONS

The purpose for which the Professional Association is organized is to engage in the licensed practice of medicine under regulation of the Florida Department of Professional Regulation. No officer, shareholder, employee, or agent shall practice any other occupation on behalf of, or in the name of, this Professional Association, except to the extent allowed by Florida Law. No person rendering professional services shall become an officer, shareholder, employee, or agent of this Professional Association who does not possess a license to engage in the same occupation for which this Professional Association is organized. Should any such person lose the license to so practice, that person shall immediately sever all employment with, and financial interests in, the Professional Association.

ARTICLE 6: INCORPORATOR

The name and the street address of the incorporator to these Articles of Incorporation is: A3321 Farragut Street, Hollywood, Florida, 33021.

DR. MARIE-CAROLE DESROSNIERS,

The undersigned incorporator has executed these Articles of Incorporation this 30th day of July, 1997.


PREPARED BY

ROBERT H. SAVINOGENS, P.A.

Adam M. Miller, Esq.

FL BAR # 65528

44 W FLAGLER ST., SUITE 402
MIAMI, FL. 33130

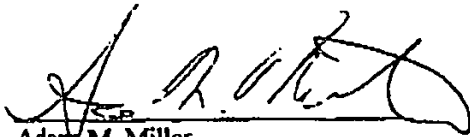
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ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0501 of the Florida Statutes.



Adam M. Miller,
Registered Agent

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