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September 18, 1997

Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

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-09/19/97--01080--002  
\*\*\*\*131.25 \*\*\*\*131.25

Subject: PERI-OB of Florida, Inc.

Dear Sir or Madam:

Enclosed is an original and one (1) copy of the Articles of Incorporation for the above company. You will note from the Articles of Incorporation also being submitted herewith but under separate cover letter, that we are also forming a company by the name of PERI-OB, Inc., which will be the sole shareholder of the company referenced above.

We have enclosed our check number 42947 in the amount of \$131.25 which covers the filing fee, the certified copy and the Certificate.

In order to expedite the return of the certified copy of the Articles of Incorporation and the Certificate of Status, I am enclosing a Federal Express with air waybill attached.

If you have any questions please do not hesitate to call me at (800) 234-3839 extension 5285.

Sincerely yours,



Ann Zugarramurdi  
Corporate Paralegal  
/az

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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**ARTICLES OF INCORPORATION  
OF  
PERI-OB OF FLORIDA, INC.**

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DIVISION OF CORPORATIONS  
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The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE ONE  
NAME**

The name of the Corporation is **PERI-OB of Florida, Inc.**

**ARTICLE TWO  
PRINCIPAL OFFICE**

The principal place of business address of the corporation shall be:

1455 North Park Drive  
Fort Lauderdale, FL 33326

The mailing address of this corporation shall be:

P.O. Box 559001  
Fort Lauderdale, FL 33355-9001

**ARTICLE THREE  
CAPITAL STOCK**

The number of shares of stock that the Corporation has authority to issue is one thousand (1,000) shares, all of which shall be common shares with a par value of One Dollar (\$1.00) per share.

**ARTICLE FOUR  
PREEMPTIVE RIGHTS**

Each shareholder of any class of stock of this Corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or acquire any unissued or treasury shares.

**ARTICLE FIVE  
REGISTERED AGENT AND STREET ADDRESS**

The name of the initial registered agent at that address is Bruce A. Jordan, and the street address of the initial registered office of the Corporation is 1455 North Park Drive, Fort Lauderdale, FL 33326.

**ARTICLE SIX  
INCORPORATOR**

The name and street address of the incorporator is as follows:

Bruce A. Jordan	1455 North Park Drive Fort Lauderdale, FL 33326
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The undersigned has executed these Articles of Incorporation this 18th day of September, 1997.

  
\_\_\_\_\_  
Bruce A. Jordan, Incorporator

**CERTIFICATE OF DESIGNATION  
OF REGISTERED AGENT/REGISTERED OFFICE**

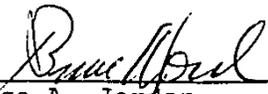
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DIVISION OF CORPORATIONS  
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Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating its registered office and registered agent, in the state of Florida.

1. The name of the Corporation is **PERI-OB of Florida, Inc.**
2. The name and address of the registered agent and office of the Corporation is:

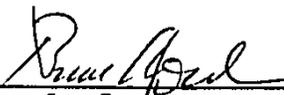
Bruce A. Jordan                      1455 North Park Drive  
Fort Lauderdale, FL 33326

Date: September 18, 1997

  
\_\_\_\_\_  
Bruce A. Jordan  
Incorporator

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Date: September 18, 1997

  
\_\_\_\_\_  
Bruce A. Jordan