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DEC 16-1997 15:39

KRAMR GREEN ZUCKERMAN KAHN

9549811605 P.01/07

TO: DIVISION OF CORPORATIONS  
(850) 922-4001

FAX #:

FROM: KRAMER, GREEN, ZUCKERMAN & KAHN, P.A.  
073707002173

ACCT#:

CONTACT: SANDY TOMLIN  
PHONE: (954) 966-2112  
(954) 981-1605

FAX #:

NAME: NORTHWEST CENTER FOR INFERTILITY AND REPRODU  
AUDIT NUMBER.....H97000020685  
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.  
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NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE  
FAX

AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE  
DOCUMENT

Please note that there is a trademark registered for Northwest Center  
for Infertility and Reproductive Endocrinology #T12204 which is also  
owned by the owner of the above corporation which we are filing. A copy  
of Dr. Maxson's trademark registration is attached.

97 DEC 16 AM 9:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

12/17/97



**FLORIDA DEPARTMENT OF STATE**

**Jim Smith**  
Secretary of State

**January 19, 1990**

**Kenneth E. Mazlin, Esq.**  
**Coren & Mitchell**  
**1330 SE 4th Ave., Suite A**  
**Ft. Lauderdale, FL 33316**

**Dear Sir:**

**The mark registration for NORTHWEST CENTER FOR INFERTILITY AND REPRODUCTIVE ENDOCRINOLOGY & Design was filed on January 8, 1990, and assigned registration number T12204. Your check for \$50.00 covering the filing fee has been received.**

**Enclosed please find your certificate.**

**Should you have any questions regarding this matter, please telephone (904) 487-6051, Trademark Section.**

**GRETCHEN S. HARVEY**  
**Division of Corporations**

**Division of Corporations, PO Box 6327, Tallahassee, Florida 32314**

# State of Florida



## Department of State

I certify from the records of this office that Wayne S. Maxson, M.D., P.A., a Fla. corp., 5800 Colonial Dr., Margate, Fl has registered NORTHWEST CENTER FOR INFERTILITY AND REPRODUCTIVE ENDOCRINOLOGY & Design a service mark under class 42. Said mark was first used anywhere on June 15, 1986 and was first used in Florida on June 15, 1986.

I further certify that said mark was registered in this office on January 9, 1990 and its date of expiration is January 9, 2000.

The number of this mark is T12204.

Given under my hand and the  
Great Seal of the State of Florida,  
at Tallahassee, the Capital, this the  
19th day of January, 1990.



CR2ED22 (8-89)

Jim Smith  
Secretary of State

DEC-16-1997 15:40

KRAMR GREEN ZUCKRMAN KAHN

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97 DEC 16 AM 9:00

FILED

DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
NORTHWEST CENTER**

**FOR INFERTILITY AND REPRODUCTIVE ENDOCRINOLOGY, INC.**

I, the undersigned, for the purpose of forming a corporation for profit, pursuant to the laws of the State of Florida, do hereby adopt the following Articles of Incorporation:

**ARTICLE I**

**NAME**

The name of this corporation is NORTHWEST CENTER FOR INFERTILITY AND REPRODUCTIVE ENDOCRINOLOGY, INC.

**ARTICLE II**

**MAILING ADDRESS**

The mailing address of this corporation is 2825 N. State Road 7, Suite 302, Margate, Florida 33063.

**ARTICLE III**

**DURATION**

This corporation shall have perpetual existence commencing on the date of filing of the Articles of Incorporation with the Department of State.

Prepared by: Mitchell F. Green, Bar No.358789, 4000 Hollywood Blvd., Suite 485 So., Hollywood, FL 33021, (954)966-2112

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ARTICLE IV

PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE V

CAPITAL STOCK

This corporation is authorized to issue seven thousand five hundred (7,500) shares of One (\$1.00) Dollar par value common stock, which shall be designated "Common Shares."

ARTICLE VI

VOTING RIGHTS

Each share of common stock of this corporation shall entitle the holder of record thereof to one (1) vote upon each proposal presented at lawful meetings of the stockholders.

ARTICLE VII

PREEMPTIVE RIGHTS

There shall be no preemptive rights in any stock herein issued or hereafter issued.

ARTICLE VIII

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation is 4000 Hollywood Boulevard, Suite 485 South, Hollywood, FL 33021, and the name of the initial registered agent of this corporation at that address is Mitchell F. Green.

ARTICLE IX

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the bylaws, but never less than one (1). The name and address of the initial director of this corporation is:

Wayne S. Maxson, M.D.  
2825 N. State Road 7  
Suite 302  
Margate, FL 33063

ARTICLE X

INCORPORATOR

The name and address of the Incorporator is:

Wayne S. Maxson, M.D.  
2825 N. State Road 7  
Suite 302  
Margate, FL 33063

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 15 day of December, 1997.

  
\_\_\_\_\_  
WAYNE S. MAXSON, M.D.  
Initial Director/Incorporator

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

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

FIRST - - That NORTHWEST CENTER FOR INFERTILITY AND REPRODUCTIVE ENDOCRINOLOGY, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 2825 N. State Road 7, Suite 302, City of Margate, State of Florida, has named Mitchell F. Green, located at 4000 Hollywood Boulevard, Suite 485 South, City of Hollywood, State of Florida, as its agent to accept service of process within the State of Florida.

SIGNATURE: Wayne S. Maxson  
WAYNE S. MAXSON, M.D.  
TITLE: Incorporator

DATE: 12/15/97

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

SIGNATURE: Mitchell F. Green  
MITCHELL F. GREEN  
Registered Agent

DATE: 12/16/97

mfg\maxson\ntwest.aol

FILED  
97 DEC 16 9AM 9:00  
CLERK OF THE STATE  
TALLAHASSEE, FLORIDA  
H970000206