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ACCOUNT NO. : 072100000032

REFERENCE: 642692 4336650

AUTHORIZATION :

ORDER DATE: December 19, 1997

ORDER TIME: 10:01 AM

ORDER NO. : 642692-005

CUSTOMER NO: 4336650

CUSTOMER: Mr. Martin I. Kalish BAKER & MCKENZIE

Suite 1600

701 Brickell Avenue

Miami, FL 33131

DOMESTIC FILING

TARTELL AND MANDEL, M.D., NAME:

P.A.

EFFECTIVE DATE:

XXXXX ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXX CERTIFIED COPY

PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

000002377580--

ARTICLES OF INCORPORATION

FILED

of

97 DEC 19 PM 2: 24

SECRETARY OF STATE TALLAHASSEE, FLORIDA

TARTELL AND MANDEL, M.D., P.A.

The name of this Corporation is TARTELL AND MANDEL, M.D., P.A.

The general nature of the business to be transacted by the Corporation is:

- (a) To engage in every phase and aspect of the business of rendering the same professional services to the public that a Doctor of Medicine, duly licensed under the laws of the State of Florida, is authorized to render, but such professional services shall be rendered only through offices, employees and agents who are duly licensed under the laws of the State of Florida to be Doctors of Medicine.
- (b) To do everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any other purposes enumerated in theses Articles of Incorporation, or any amendments thereof, necessary or incidental to the protection and benefit of the Corporation and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or the attainment of the objects or the furtherance of such purposes or objects of the Corporation.
- (c) This Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under Chapter 621 of the <u>Florida Statutes</u>.

The foregoing paragraphs shall be construed as enumerating both objects and purposes of the Corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes should not be held to limit or restrict in any manner the purposes of the Corporation otherwise permitted by law.

This Corporation is authorized to issue one thousand (1,000) shares of common stock, par value One Dollar (\$1.00) per share.

The street address of the initial principal office of this Corporation which shall also serve as the initial registered office is: 100 N.W. 82nd Avenue, Suite 104, Plantation, Florida 33324 and the name of the initial registered agent of this Corporation at that address is: Paul B. Tartell, M.D. This Corporation reserves the privilege of having its offices and branch offices at other places within the State of Florida.

This Corporation shall have two (2) Directors initially and the number of Directors may be increased or diminished from time to time as provided in the Bylaws, but shall never be less than two. The names and address of the initial Directors of this Corporation are: Paul B. Tartell, M.D., 100 N.W. 82nd Avenue, Suite 104, Plantation, Florida 33324 and Lee B. Mandel, M.D., 100 N.W. 82nd Avenue, Suite 104, Plantation, Florida 33324.

The name and address of the incorporator of this Corporation is Paul B. Tartell, M.D., 100 N.W. 82nd Avenue, Suite 104, Plantation, Florida 33324.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 18th day of December, 1997.

PAUL B. TARTELL, M.D.

Incorporator

STATE OF FLORIDA) ss COUNTY OF BROWARD)

Before me, a Notary Public authorized to take acknowledgements in the State and County Seat above, personally appeared PAUL B. TARTELL, M.D., known to me and known by me as the person who executed the foregoing Articles of Incorporation, and PAUL B. TARTELL, M.D., acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official, in the State and County aforesaid, this 18 day of December, 1997.

My Commission Expires:	NOTARY PUBLIC, State of KATHRYN McGOWAN COMMISSION & CC563277 EXPIRES JUNE 18, 2000
· -	Personally known to me, or Produced identification: Drivers' License DID take an oath, or _DID NOT take an oath.
	ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, who is familiar with and accepts the obligations provided for in Section 607.0505, Florida Statutes, hereby accepts the appointment as Registered Agent contained in the foregoing Articles of Incorporation.

PAUL B. TARTELL, M.D.

DATE:

12/18/97

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