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FLORIDA DIVISION OF CORPORATIONS

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FROM: ZISKIND & ARVIN, P.A.  
075350000552

ACCT#:

CONTACT: KENNETH I ARVIN  
PHONE: (305)577-4888  
(305)577-6199

FAX #:

NAME: WESTON MEDICAL PARTNERS, INC.

AUDIT NUMBER.....H98000002725

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

CERT. OF STATUS..0

PAGES..... 3

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**ARTICLES OF INCORPORATION  
of  
WESTON MEDICAL PARTNERS, INC.**

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the provisions of Chapter 607 Florida Statutes:

ARTICLE I. NAME

The name of this corporation is WESTON MEDICAL PARTNERS, INC. (the "Corporation").

ARTICLE II. - ADDRESS

The principal business address and mailing address of the Corporation is:

c/o Ziskind & Arvin, P.A.  
444 Brickell Avenue, Suite 905  
Miami, FL 33131

ARTICLE III. - PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.

ARTICLE IV. - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 10,000 shares of Common Stock having a par value of \$0.01 per share.

ARTICLE V. - DIRECTORS

This corporation shall have four (4) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the initial directors of this corporation are:

This item prepared by:  
Kenneth I. Arvin  
444 Brickell Avenue  
Suite 905  
Miami, Florida 33131  
(305)577-4888  
Fla. Bar #0039632

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| <u>Name</u>            | <u>Address</u>   |
|------------------------|--|
| J.A. Ziskind           | 444 Brickell Avenue, Suite 905<br>Miami, Florida 33131 |
| Michael Zlatkin, M.D.  | 2689 Meadow Wood Court<br>Ft. Lauderdale, FL 33332     |
| Peter Livingston, M.D. | 3110 N. 52 <sup>nd</sup> Avenuc<br>Hollywood, FL 33021 |
| William Harger         | 831 Snow Queen Drive<br>Chuluota, FL 32766             |

**ARTICLE V. - INITIAL REGISTERED  
OFFICE AND AGENT**

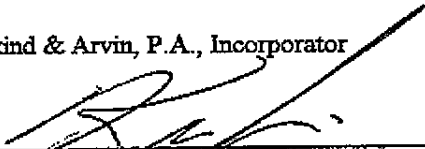
The initial registered office of this Corporation shall be at 444 Brickell Avenue, Suite 905, Miami, FL 33131 and the initial registered agent of this Corporation at such office shall be Ziskind & Arvin, P.A.

**ARTICLE VI. - INCORPORATOR**

The name and street address of the person signing these Articles of Incorporation is Ziskind & Arvin, P.A., 444 Brickell Avenue, Suite 905, Miami, FL 33131

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on the 10th day of February, 1998.

Ziskind & Arvin, P.A., Incorporator

By:   
Kenneth I. Arvin, Vice President

This item prepared by:  
Kenneth I. Arvin  
444 Brickell Avenue  
Suite 905  
Miami, Florida 33131  
(305)577-4888  
Fla. Bar #0039632

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**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT  
AND REGISTERED OFFICE  
AND ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

1. The name of the Corporation is:

**WESTON MEDICAL PARTNERS, INC..**

2. The name and address of the registered agent and the registered office is:

**ZISKIND & ARVIN, P.A.  
444 Brickell Avenue, Suite 905  
Miami, FL 33131**

Pursuant to Section 607.0501, Florida Statutes, the undersigned has been named to act as the registered agent of WESTON MEDICAL PARTNERS, INC., at the place designated in this certificate and the undersigned agrees to accept such appointment and to act in that capacity. The undersigned further agrees that the undersigned will comply with Section 607.0505, Florida Statutes, relating to the proper and complete performance of the duties of the registered agent of the Corporation and that the undersigned is familiar with and accepts the obligations of the position of registered agent for the Corporation.

Date: February 10, 1998

ZISKIND & ARVIN, P.A., Registered Agent

By:   
Kenneth I. Arvin, Vice President

This item prepared by:  
Kenneth I. Arvin  
444 Brickell Avenue  
Suite 905  
Miami, Florida 33131  
(305)577-4888  
Fla. Bar #0039632

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