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TO: DIVISION OF CORPORATIONS

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FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: ENDOCRIN & DIABETES TREATMENT ASSOCIATES, IN

AUDIT NUMBER.....H98000003347

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

CERT. OF STATUS..0

PAGES..... 4

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ARTICLES OF INCORPORATION
OF
ENDOCRIN & DIABETES TREATMENT ASSOCIATES, INC.

The undersigned incorporator, for purposes of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

- FIRST:** The name of the Corporation is ENDOCRIN & DIABETES TREATMENT ASSOCIATES, INC. (the "Corporation").
- SECOND:** The street address of the initial principal office and mailing address of the Corporation is 201 South Biscayne Boulevard, Suite 3000, Miami, Florida 33131.
- THIRD:** The Corporation is authorized to issue 10,000 shares of common stock, par value \$.01 per share.
- FOURTH:** The street address of the initial registered office of the Corporation is: Miami Center, 201 South Biscayne Boulevard, Suite 3000, Miami, Florida 33131 and the registered agent at that address is: B & C Corporate Services, Inc.
- FIFTH:** The name and address of the incorporator of the Corporation is: Mike Segal, Broad and Cassel, Miami Center, 201 South Biscayne Boulevard, Suite 3000, Miami, Florida 33131.
- SIXTH:** 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.
- SEVENTH:** The Corporation shall have five 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 one. The name and address of the initial directors of the Corporation are:

Julio C. Pita, Jr., M.D.
3659 South Miami Avenue, Suite 6008
Miami, Florida

PREPARED BY:
Mike Segal, Esquire
Florida Bar No. 0124779
Broad and Cassel
201 S. Biscayne Boulevard, Suite 3000
Miami, Florida 33131
(305) 373-9400

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Louis B. Chaykin, M.D.
21110 Biscayne Boulevard
Aventura, Florida 33180

Elliot G. Levy, M.D.
21110 Biscayne Boulevard, Suite 203
Aventura, Florida 33180

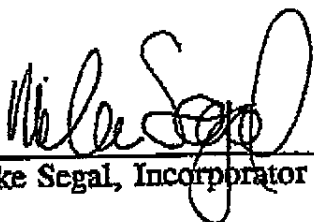
Peter N. Weissman, M.D.
8740 North Kendall Drive
Miami, Florida

Paul S. Jellinger, M.D.
1150 North 35th Avenue, Suite 590
Hollywood, Florida 33020

EIGHTH: The corporate existence of the Corporation shall commence on February
17, 1998.

NINTH: The Corporation shall indemnify any director or officer to the fullest
extent permitted by Florida Law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these
Articles of Incorporation this 17 day of February, 1998.


Mike Segal, Incorporator

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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 607.0505 of the Florida Business Corporation Act.

B & C CORPORATE SERVICES, INC.

By: Martha Freeman
Martha Freeman, Assistant Secretary

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