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FLORIDA DIVISION OF CORPORATIONS

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FAX #: (850) 922-4001

FROM: HELLER CAPITAL, INC.
CONTACT: MICHAEL HELLER
PHONE: (954) 475-8484

ACCT#: 105114002375

FAX #: (954) 475-1125

NAME: KAREN SWEINBAUM MD, P.A.

AUDIT NUMBER.....H98000004715

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

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Secretary of State

March 11, 1998

HELLER CAPITAL, INC.

SUBJECT: KAREN SHEINBAUM MD, P.A.
REF: W98000005371

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name and title of the person signing the document must be noted beneath or opposite the signature.

PLEASE STATE MICHAEL GORSEN'S TITLE OR OFFICE HELD BY HIS SIGNATURE.

The person designated as registered agent in the document and the person signing as registered agent must be the same.

If you have any further questions concerning your document, please call (850) 487-6926.

Tracy Augsburger
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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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EFFECTIVE DATE
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ARTICLES OF INCORPORATION
OF
Karen Sheinbaum MD, P.A.,
a Florida corporation

The undersigned, acting as incorporator of Karen Sheinbaum MD, P.A., under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of this Florida corporation is:

Karen Sheinbaum MD, P.A.

ARTICLE II. ADDRESS

The corporation's mailing address is:

12552 Burning Tree Lane
Coral Springs, FL 33071

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ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation shall begin effective March 9th, 1998.

Heller Capital, Inc.
1214 N. University Drive
Plantation, Florida 33322
(954) 475-8484

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ARTICLE IV. PURPOSE

The professional association is organized to engage in the practice of medicine under the laws of the United States and Florida.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of \$.01 per share.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 12552 Burning Tree Lane, Coral Springs, FL 33071 and the name of the corporation's initial registered agent at that address is Karen Sheinbaum.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The corporation shall be managed by a Board of Directors consisting of no less than 1 director(s). The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than 1. The name(s) of the initial director(s):

Name

Karen Sheinbaum

Heller Capital, Inc.
1214 N. University Drive
Plantation, Florida 33322
(954) 475-8484

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ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator is:

Heller Capital, Inc.
1214 N. University Drive
Plantation, FL 33322

The incorporator of the corporation assigns to this corporation his/her rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he/she assigns to those persons designated by the board of directors any rights he/she may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE IX. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 9th day of March, 1998

Heller Capital, Inc.:

By: Michael Gorsen
Michael Gorsen, Attorney in Fact

Heller Capital, Inc.
1214 N. University Drive
Plantation, Florida 33322
(954) 475-8484

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That Karen Sheinbaum MD, P.A., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 12552 Burning Tree Lane, Coral Springs, FL 33071, has named Karen Sheinbaum, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and am familiar with, and accept, the obligations of that position.

Karen Sheinbaum

12552 Burning Tree Lane, Coral Springs, FL 33071



Michael Gorsen, Attorney In Fact

Karen Sheinbaum

Date: March, 9th 1998

Heller Capital, Inc.
1214 N. University Drive
Plantation, Florida 33322
(954) 475-8484

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