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FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

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

EFFECTIVE DATE

3-9-98

ACCT#: 105114002375

FAX #: (954)475-1125

NAME: DR. DEREK COETZ, P.A.

AUDIT NUMBER.....H98000004721

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

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B. McKnight MAR 11 1998



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

March 11, 1998

HELLER CAPITAL, INC.

SUBJECT: DR. DEREK GOETZ, P.A.  
REF: W98000005369

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.

Please accept our apology for failing to mention this in our previous letter.

The specific nature of business of the professional association must be stated in the document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6067.

Neysa Culligan  
Document Specialist

FAX Aud. #: H98000004721  
Letter Number: 998A00013131

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

H98000004721

ARTICLES OF INCORPORATION  
OF

EFFECTIVE DATE  
3-9-98

**Dr. Derek Goetz, P.A.,**  
a Florida corporation

The undersigned, acting as incorporator of Dr. Derek Goetz, P.A., under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of this Florida corporation is:

**Dr. Derek Goetz, P.A.**

ARTICLE II. ADDRESS

The corporation's mailing address is:

6039 Collins Ave., Penthouse 11  
Miami Beach, FL 33140

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TALLAHASSEE FLORIDA

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 corporation is organized to engage in the activity or business of the practice of medicine permitted 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 100 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 1214 N. University Drive, Plantation, FL 33322 and the name of the corporation's initial registered agent at that address is Heller Capital, Inc..

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

Derek Goetz

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

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:

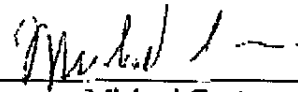
That Dr. Derek Goetz, P.A., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 1214 N. University Drive, Plantation, FL 33322, has named Heller Capital, Inc., as its agent to accept service of process within 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.

Heller Capital, Inc.

1214 N. University Drive, Plantation, FL 33322



Michael Gorsen, Attorney In Fact  
Heller Capital, Inc.

Date: March, 9th 1998

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

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