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PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: SOUTH FLORIDA ENT ENTERPRISES, INC.

AUDIT NUMBER.....H98000005393

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

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**ARTICLES OF INCORPORATION
OF
SOUTH FLORIDA ENT ENTERPRISES, INC.**

The undersigned, acting as incorporator, signs the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be: SOUTH FLORIDA ENT ENTERPRISES, INC. (the "Corporation").

ARTICLE II

The existence of the corporation shall commence upon the filing of these articles of incorporation and shall be perpetual.

ARTICLE III

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

ARTICLE IV

The maximum number of shares of stock which this Corporation is authorized to issue or to have outstanding at any time shall be 20,000 shares, 10,000 of which shares shall be Class A Common Stock, \$.01 par value, and 10,000 of which shares shall be Class B Common Stock, \$.01 par value. The holders of Class A Common Stock shall have one vote for each share of such stock held. The holders of Class B Common Stock shall not have any voting rights, except as otherwise provided for shares of nonvoting common stock pursuant to the laws of the State of Florida. Shares of Class A Common Stock and shares of Class B Common Stock shall be treated as if they were all of one and the same class for purposes of dividend rights and liquidation distributions.

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Prepared by:

Dawn Lankford Bowling, P.A.
Florida Bar No. 0938734 (305) 373-9400
Broad and Cassel
201 S. Biscayne Boulevard, Suite 3000
Miami, Florida 33131

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ARTICLE V

The initial registered agent and street address of the initial registered office of the Corporation shall be: B&C Corporate Services, Inc., Miami Center, 201 S. Biscayne Boulevard, Suite 3000, Miami, Florida 33131.

ARTICLE VI

The Corporation shall have two directors initially. The names and addresses of the initial directors of the Corporation, who shall hold office until their successors are elected and qualified or until their earlier resignation or removal from office, are: Frank G. Kronberg, M.D. and Brian E. Dougherty, M.D., 8940 North Kendall Drive, Suite 504 East, Miami, Florida 33176.

The number of directors may be increased or decreased from time to time pursuant to the bylaws of the Corporation, but shall not be less than two.

ARTICLE VII

The name and address of the incorporator of the Corporation is: Dawn Lankford Bowling, P.A., Miami Center, 201 S. Biscayne Boulevard, Suite 3000, Miami, Florida 33131.

ARTICLE VIII

The street address of the initial principal office and mailing address of the Corporation is: c/o 8940 North Kendall Drive, Suite 504 East, Miami, Florida 33176.

ARTICLE IX

The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

ARTICLE X

The Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

Executed at Miami, Florida this 19th day of March, 1998.

DAWN LANKFORD BOWLING, P.A., Incorporator

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By: Dawn Lankford

Dawn Lankford Bowling, President

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ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of SOUTH FLORIDA ENT ENTERPRISES, INC., the undersigned accepts such appointment and agrees to act in such capacity.

Dated this 19th day of March, 1998.

B&C CORPORATE SERVICES, INC.

By: Martha Freeman
Martha Freeman, Assistant Secretary

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