

BERG, ETTELMAN & BERG, P. A.

ATTORNEYS AT LAW
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555 N. E. 15TH STREET
MIAMI, FLORIDA 33132

DAVID THEODORE BERG
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P98000030377
March 24, 1998

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: EDWARD A GROSS, M.D., P.A.

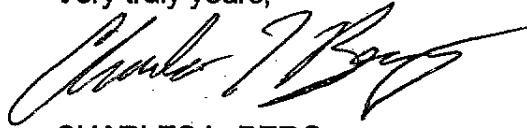
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***122.50 ***122.50

Dear Sir/Madam:

Enclosed is the original and one copy of the Articles of Incorporation for the above-named corporation. Please file the original for record and return a certified copy to my office. My firm's check in the sum of \$122.50 is enclosed.

Thank you for your prompt attention.

Very truly yours,



CHARLES L. BERG

Enclosure

FILED
98 MAR 30 AM 11:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4-2-98

ARTICLES OF INCORPORATION

of

EDWARD A. GROSS, M.D., P.A.

FILED
98 MAR 30 AM 11:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, and a physician dully licensed to render services as such under the laws of the State of Florida, hereby forms a Professional Corporation for profit pursuant to the provisions of the Professional Service Corporation Act and other laws of the State of Florida.

ARTICLE I

NAME:

The name of this corporation is:

EDWARD A. GROSS, M.D., P.A.

ARTICLE II

NATURE OF CORPORATE BUSINESS AND POWERS:

The general nature of business of the corporation to be transacted by this corporation shall be:

(a.) To engage in every aspect and phase of the practice of medicine rendering the same professional services to the public that a physician duly licensed under the laws of the State of Florida, is authorized to render, provided, that such professional services

shall be rendered only through officers, employees and agents of this Corporation who are duly licensed under the laws of the State of Florida to practice medicine in this State.

(b.) To invest and reinvest the funds of this Corporation in real estate mortgages, stocks, bonds or any other type of investments within the meaning of Chapter 621.08, Florida Statutes, and to acquire and own real and personal property necessary for the rendering of professional services in the practice of medicine.

(c.) To do each and every thing necessary and proper for the accomplishment or furtherance of any of the purposes or objects of this Corporation enumerated in these Articles of Incorporation, or any amendment thereof, necessary or incidental to the protection and benefit of this Corporation; and, in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuits necessary or incidental to the accomplishment or furtherance of such purposes or objects of this Corporation.

(d.) To conduct and transact any business lawfully authorized and not prohibited by Chapter 621.08, Florida Statutes, as the same may be amended from time to time.

ARTICLE III

CAPITAL STOCK:

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time shall be five hundred (500) shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE IV

INITIAL CAPITAL:

This Corporation shall not begin business until FIVE HUNDRED DOLLARS (\$500.00) has been paid in as capital.

ARTICLE V

TERM OF EXISTENCE:

This Corporation shall have perpetual existence.

ARTICLE VI

ADDRESS OF CORPORATION:

The initial address of the principal office of this Corporation in the State of Florida shall be:

555 N.E. 15th Street
Venetia - Penthouse A
Miami, Florida 33132

The Board of Directors may, from time to time, move the principal office to any other address in the State of Florida, or in any other state.

ARTICLE VII

BOARD OF DIRECTORS:

This Corporation shall have one (1) Director initially. The number of Directors may be increased from time to time by By-Laws adopted by the Stockholders, but shall never be less than one (1).

ARTICLE VII

INITIAL DIRECTORS:

The name and address of the first Board of Director is:

<u>NAME</u>	<u>ADDRESS</u>
EDWARD A. GROSS	555 N.E. 15th Street Venetia - Penthouse A Miami, Florida 33132

The person named as Director is of full age and is a citizen of the United States. Director need not be a stockholder. The person named as initial Director shall hold office for the first year of existence of this Corporation or until his successor or successors is/or elected or appointed and have qualified, whichever occurs first.

ARTICLE IX

SUBSCRIBERS:

The name and street address of this subscriber to these Articles of Incorporation is a physician duly licensed under the laws of the State of Florida to render services as such, the number of shares of stock he agrees to take, and the value of the consideration to be paid therefor, are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>CONSIDERATION</u>
EDWARD A. GROSS	555 N.E. 15th Street Venetia, Penthouse A Miami, Florida 33132	500	\$500.00

ARTICLE X

REGISTERED OFFICE AND REGISTERED AGENT:

The street address of the initial registered agent is 555 N.E. 15th Street, Venetia, Penthouse A, Miami, Florida 33132, and the name of the initial registered agent of this corporation is CHARLES L. BERG, ESQ.

ARTICLE XI

VOTING RIGHTS:

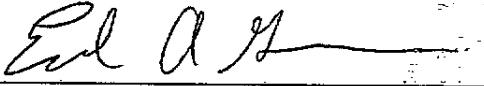
Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding shares.

ARTICLE XII

AMENDMENT:

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders meeting by at least a majority of the stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intent that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on this 12th day of March, 1998.



EDWARD A. GROSS (SEAL)

STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared EDWARD A. GROSS, to me known to be the individual described, who is personally known to me /___/ or who has produced Ma. License as identification, as subscribed in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to these Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official at Boston, Middlesex County, Massachusetts, this
12 day of March, 1998.



NOTARY PUBLIC, STATE OF MASSACHUSETTS

My Commission Expires:

JOHN M. SOUSA
Notary Public, Massachusetts
My Commission Expires July 19, 2002

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE: *Charles T. Buz*
REGISTERED AGENT

DATE: *March 23, 1998*

corp.eag

FILED
98 MAR 30 AM 11:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA