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March 30, 1998

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Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: MARSHA GLICKFIELD, P.A.

Dear Sir/Madam:

Enclosed are the following:


1. Articles of Incorporations for Marsha Glickfield, P.A.;
2. Check in the amount of \$122.50 payable to the Department of State representing the filing fee.

Please return a file stamped copy of the Articles of Incorporation to this office.

If you have any questions, please call me.

Sincerely,

RICHARD J. MAITA, P.A.

By: 

Enclosures noted

FILED
98 APR 10 AM 10:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

MARSHA GLICKFIELD, P.A.

The undersigned incorporator to these articles of incorporation, being duly licensed to practice midwifery under the laws of the State of Florida, adopts these articles to form a corporation under the Professional Service Corporation Act, F.S. Chapter 621, and other laws of the State of Florida.

ARTICLE I – NAME

The name of the professional service corporation is MARSHA GLICKFIELD, P.A.

ARTICLE II – PRINCIPAL OFFICE

The principal office and mailing address of this corporation are 8350 N.W. 15th Court, Coral Springs, Florida 33071.

ARTICLE III – PURPOSE

The professional service corporation is formed to engage in every phase and aspect of the practice of midwifery. In addition, the corporation may invest the funds of the professional service corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and own real and personal property necessary for the rendering of professional services.

ARTICLE IV – TERM OF EXISTENCE

The professional service corporation shall have perpetual existence starting on the date these articles of incorporation are filed with the Florida Department of State.

ARTICLE V – CAPITAL STOCK

The capital stock of the professional service corporation shall be One Hundred (100) shares of common stock having a par value of \$1.00 per share.

None of the shares of the professional service corporation may be issued to anyone other than an individual licensed to practice midwifery in the State of Florida.

ARTICLE VI – REGISTERED OFFICE AND AGENT

The address of the initial registered office of this professional service corporation is 8350 N.W. 15th Court, Coral Springs, Florida 33071. The name of the initial registered agent at that address is Marsha Glickfield.

ARTICLE VII – MANAGEMENT

The business of the corporation shall be managed by its shareholders.

ARTICLE VIII – INCORPORATOR

The name and address of the person signing these articles of incorporation as incorporator is Marsha Glickfield, 8350 N.W. 15th Court, Coral Springs, Florida 33071.

ARTICLE IX – RESTRAINT OF ALIENATION OF SHARES

The shareholders of the professional service corporation shall have the power to include the bylaws or by separate agreement adopted by the majority of the shareholders of the professional service corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer or other disposition of any of the outstanding stock of the professional service corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms conditions and details of the disposition shall be determined by the shareholders of the professional service corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of the professional service corporation may sell or transfer stock in the corporation except to another individual who is eligible to be a shareholder of the professional service corporation, and the sale or transfer may be made only after it has been approved at the shareholder meeting specially called for that purpose. If any shareholder becomes legally disqualified to practice midwifery in the State of Florida, is elected to a public office, or accepts employment that places restrictions or limitations on the continuous rendering of such professional services, that shareholder's shares of stock shall immediately become subject to purchase by the professional service corporation in accordance with the bylaws adopted by the shareholders.

ARTICLE X – AMENDMENT

The corporation reserves the right to amend or repeal any provisions in these articles of incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator executed these articles of incorporation on April 7, 1998.


MARSHA GLICKFIELD

STATE OF FLORIDA

COUNTY OF Oroward

The foregoing articles of incorporation were acknowledged before me on April 7, 1998.

Elizabeth A Waters

Notary Public

My Commission Expires:

(Seal)

OFFICIAL NOTARY SEAL
ELIZABETH A WATERS
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC476458
MY COMMISSION EXP. JUNE 26, 1999

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for MARSHA GLICKFIELD, P.A. at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that positions pursuant to F.S. 607.0501(3).

X. Marsha Glickfield

MARSHA GLICKFIELD

Resident Agent

FILED

98 APR 10 AM 10:56

SECRETARY OF STATE
TALLAHASSEE, FLORIDA