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Law Offices of
JOEL R. LAVENDER & ASSOCIATES, P.A.
507 Southeast 11th Court
Fort Lauderdale, Florida 33316

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May 15, 1998

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-05/18/98-01018-019
****122.50 ****122.50

Corporate Records Bureau
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32301

Re: **Articles of Incorporation for BGMC ENT SURGEONS, P.A.**

Ladies/Gentlemen:

Enclosed please find the original and one (1) copy of Articles of Incorporation for the above named corporation, along with my check in the amount of \$122.50 for the filing of same. Kindly, return a filed copy of said articles.

If you have any questions, please do not hesitate to contact me.

Very truly yours,



Joel R. Lavender
JRL:sls
Enclosures

98 MAY 18 PM 12:42
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

5/20/98

ARTICLES OF INCORPORATION
OF
BGMC ENT SURGEONS, P.A.

FILED
98 MAY 18 PM 12:42
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscriber to these Articles of Professional Service Corporation, being natural persons competent to contract, and admitted to practice as a medical physician under the laws of the State of Florida, desires to establish a Professional Service Corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation is: BGMC ENT SURGEONS, P.A.

ARTICLE II

NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation is: the practice of medicine by graduate physicians licensed to practice in the State of Florida, the furnishing of related clinical services and the lease or purchase of such real and personal property as is necessary for the rendering of this practice.

The investment of funds in real estate, mortgages, stocks, bonds, or any other type of investments.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

To purchase the corporate assets of, merge, or consolidate with any other domestic corporation engaged in the same character of business.

The redemption, purchase, retention, sale and transfer of its own capital stock.

The creation of employee benefit plans and trusts incidental thereto.

ARTICLE III

CAPITAL STOCK

The capital stock of this corporation shall be five hundred (500) shares of One Dollar (\$1.00) par value common stock. Said stock shall be issued pursuant to a plan under Section 1244 of the Internal Revenue Code of 1986, as amended.

All of said stock shall be payable in cash, or property, other than stock or securities, in

lieu of cash, at a just valuation to be determined by the Board of Directors of this corporation.

ARTICLE IV

INITIAL CAPITAL

The amount of capital with which this corporation will begin business shall not be less than Five Hundred Dollars (\$500.00).

ARTICLE V

TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VI

ADDRESS

The initial post office address of the principal office of this corporation in the State of Florida is 4101 N.W. 4th Street, Suite 100, Plantation FL 33317. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VII

DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the Stockholders.

ARTICLE VIII

INITIAL DIRECTOR

The name and post office address of the first Board of Directors is:

| Name | Address |
|----------------------|--|
| LAWRENCE BURNS, M.D. | 4101 N.W. 4th Street Plantation, FL 33317 |

ARTICLE IX

INITIAL OFFICERS

The names and post office addresses of the first Officers are:

| Name and Address | Title |
|--|---------------------------------------|
| LAWRENCE BURNS, M.D. 4101 N.W. 4th Street Plantation, FL 33317 | President, Secretary and Treasurer |

ARTICLE X
SUBSCRIBER

| Name and Address | Shares | Consideration |
|--|--------|---------------|
| LAWRENCE BURNS, M.D. 4101 N.W. 4th Street Plantation, FL 33317 | 500 | \$500.00 |

ARTICLE XI
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 a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XII
LIMITATIONS ON CORPORATE STOCK

1. No one other than an individual who is duly licensed as a medical physician under the laws of the State of Florida may own any corporate stock in this corporation; nor may any stockholder enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his stock.

2. If any officer, stockholders, agent or employee of this corporation who has been rendering professional services to the public becomes legally disqualified to render such services within the State of Florida or is elected to a public office or accepts employment that, pursuant to existing law, places restrictions or limitations upon his continued rendering of such professional services, he shall sever all employment with, and financial interest in the corporation.

3. No stockholder of the corporation may sell or transfer his stock in this corporation except to another individual who is eligible to be a stockholder of the corporation.

ARTICLE XIII
EFFECTIVE DATE

The effective date of this corporation shall be the date these Articles are filed.

ARTICLE XIV

INITIAL REGISTERED AGENT AND OFFICE

The street address of the initial Registered Office of this corporation is 4101 N.W. 4 St., Plantation, FL 33317 and the name of the initial Registered Agent of this corporation at that address is LAWRENCE BURNS, M.D.

IN WITNESS WHEREOF, the undersigned, being the original subscribers to the capital stock hereinabove named, for the purposes of forming a corporation to do business in the State of Florida, under the laws of the State of Florida, do make and files these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true and do agree to take the number of shares hereinabove set forth, and hereunto set our hands and seals this 13 day of May, 1998.

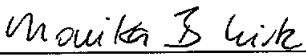

LAWRENCE BURNS, M.D., subscriber

STATE OF FLORIDA

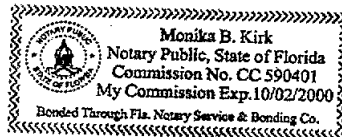
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 13th day of May, 1998, by LAWRENCE BURNS, M.D., who is personally known to me and who (~~did~~ did not) take an oath.

(SEAL)


Please Print Name: MONIKA B. KIRK

Notary Public, State of Florida at Large
Serial No. (if any): CC 590401




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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First -- That BGMC ENT SURGEONS, P.A., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at 4101 N.W. 4th Street, Plantation, FL 33317, has named LAWRENCE BURNS, M.D., located at 4101 N.W. 4th Street, Plantation, FL 33317, as its agent to accept service of process within this State.

Having been named to accept services of process for the above stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



LAWRENCE BURNS, M.D.
Registered Agent

FILED
98 MAY 18 PM 12:42
SECRETARY OF STATE
TALLAHASSEE FLORIDA