

Michael I. Santucci, P.A.
ATTORNEY AT LAW

CORRESPONDING OFFICE

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CORRESPONDING OFFICE

One Gateway Center
Suite 2600
Newark, New Jersey 07102

P98000055327

June 16, 1998

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TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

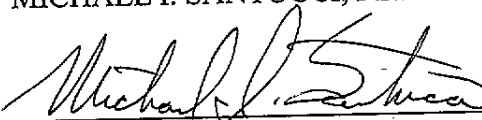
SUBJECT: Thomas A. Santucci, P.A.

* Kindly find enclosed the original Articles of Incorporation for Thomas A. Santucci, P.A., along with a check in the amount of \$ 70.00 for filing fee and designation of registered agent. Also enclosed is a photocopy of the Articles of Incorporation. Please return the photocopy of the Articles of Incorporation to my Fort Lauderdale office along with the filing date stamped on it.

Thank you,

LAW OFFICES OF
MICHAEL I. SANTUCCI, P.A.

BY:


Michael I. Santucci, Esquire

Prepared by:
LAW OFFICES OF
MICHAEL I. SANTUCCI, P.A.
2455 East Sunrise Blvd., Suite 410
Fort Lauderdale, FL 33304
Telephone: (954) 561-0001
Florida Bar No. 0105260

FILED
98 JUN 18 AM 9:26
TALLAHASSEE, FL 32314

CB
10-22-98

ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

Thomas A. Santucci, P.A.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

5503 South Congress Avenue, Suite 104, Lantana, FL 33462

ARTICLE III NATURE OF BUSINESS

The specific nature of business for this professional association is to conduct business as a healthcare provider.

ARTICLE IV SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

One Thousand (1000)

*Prepared by:
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MICHAEL I. SANTUCCI, P.A.
2455 East Sunrise Blvd., Suite 410
Fort Lauderdale, FL 33304
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Florida Bar No. 0105260*

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ARTICLE V PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE VI RESTRICTIONS ON TRANSFER OF SHARES

No shares shall be issued or transferred without the express approval of the board of directors.

ARTICLE VII BOARD OF DIRECTORS

The number of directors constituting the initial board of directors shall be one (1), and the name and address of the person who is to serve as director until the first annual meeting of the shareholders or until his successors are elected and qualified is:

Thomas A. Santucci
767 Villa Portofino Circle
Deerfield Beach, FL 33442

ARTICLE VIII INITIAL REGISTERED AGENT/ADDRESS

The name and address of the initial registered agent is:

LAW OFFICES OF MICHAEL I. SANTUCCI, P.A.
2455 East Sunrise Boulevard
Suite 410
Fort Lauderdale, FL 33304

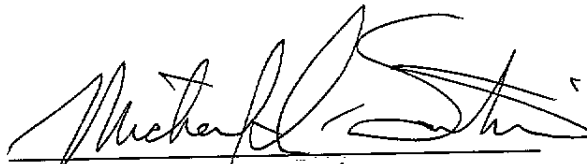
ARTICLE IX INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Thomas A. Santucci
767 Villa Portofino Circle
Deerfield Beach, FL 33442

The undersigned incorporator has executed these Articles of Incorporation this 16th

day of June, 1998.

A handwritten signature in black ink, appearing to read "Michael I. Santucci", written over a horizontal line.

Michael I. Santucci, Esquire
Attorney-in-fact for Thomas A. Santucci

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT

PURSUANT TO FL. STAT. 607.0501, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is **Thomas A. Santucci, P.A.**
2. The name and address of the registered agent is:

LAW OFFICES OF MICHAEL I. SANTUCCI, P.A.
2455 East Sunrise Boulevard
Suite 410
Fort Lauderdale, FL 33304

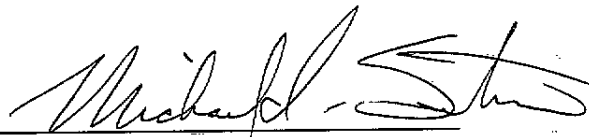
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

LAW OFFICES OF
MICHAEL I. SANTUCCI, P.A.

6/16/98
DATE

BY:


Michael I. Santucci, Esquire