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SWEETAPPLE, BROEKER & VARKAS

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

DOUGLAS C. BROEKER, P.A.
TENTH FLOOR CONCORD BUILDING
SIXTY-SIX WEST FLAGLER STREET
MIAMI, FLORIDA 33130

TELEPHONE (305) 374-5623
TELECOPIER (305) 358-1023

ROBERT A. SWEETAPPLE, P.A.
465 EAST PALMETTO PARK ROAD
BOCA RATON, FLORIDA 33432

TELEPHONE (561) 392-1230
MIAMI LINE (305) 944-1645
TELECOPIER (561) 394-6102

May 27, 1998

ROBERT A. SWEETAPPLE*
DOUGLAS C. BROEKER**
ALEXANDER D. VARKAS, JR.
GEOFFREY C. BENNETT
PAUL B. FELTMAN†
EDWIN R. JONAS III, OF COUNSEL
CAROLE S. EUGENE, PARALEGAL

PLEASE REPLY TO:
BOCA RATON

* BOARD CERTIFIED CIVIL TRIAL ATTORNEY
** CERTIFIED CIVIL CIRCUIT MEDIATOR
† ALSO ADMITTED IN TEXAS

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32301

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-06/02/98--01086--005
*****70.00 *****70.00

RE: NANCY J. LIU, M.D., P.A.

Dear Madam or Sir:

Please find enclosed an original and one (1) copy of the Articles of Incorporation for the above corporation. Our firm check in the amount of \$70.00 is enclosed as filing fee. Please file these Articles and return a stamped copy to us in the enclosed stamped envelope.

Please do not hesitate to contact me should there be any questions. Thank you for your attention to this matter.

Very truly yours,


ROBERT A. SWEETAPPLE

RAS:cse

Enclosures

CSE*WFWING6\VF\DOCS\WPC\CLIENT\LIU.DOC\SECY-STALTR

APPROVED
AND
FILED
98 JUL -8 AM 8:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK JUL 09 1998



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 4, 1998

ROBERT A. SWEETAPPLE, ESQUIRE
465 EAST PALMETTO PARK ROAD
BOCA RATON, FL 33432

SUBJECT: NANCY J. LIU, M.D., P.A.
Ref. Number: W98000012797

We have received your document for NANCY J. LIU, M.D., P.A. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6925.

Barbara Brock
Document Specialist

Letter Number: 598A00031488

ARTICLES OF INCORPORATION
OF
NANCY J. LIU, M.D., P.A.

ARTICLE I—NAME

The name of this corporation is NANCY J. LIU, M.D., P.A.

ARTICLE II—DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III—PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business as a medical doctor.

ARTICLE IV—CAPITAL STOCK

This corporation is authorized to issue 100 shares of One Dollar (\$1.00) par value common stock which shall be designated as "Common Shares."

ARTICLE V—PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI—INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 465 East Palmetto Park Road, and the name of the initial registered agent of this corporation at that address is Nancy J. Liu.

ARTICLE VII—INITIAL BOARD OF DIRECTORS

This corporation shall have 1 director(s) constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws, however, there shall never be less than one Director nor more than five. The name(s) and address(es) of the initial Board of Directors of the corporation is:

Nancy J. Liu, President/Director
465 East Palmetto Park Road
Boca Raton, FL 33432

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VIII—INCORPORATORS

The name and address of the Incorporator signing these articles is: Nancy J. Liu, 465 East Palmetto Park Road, Boca Raton, FL 33432.

ARTICLE IX—INDEMNIFICATION

The corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by law.

ARTICLE X—AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 22 day of May, 1998.

NANCY J. LIU, M.D., P.A.

By: Nancy J. Liu
NANCY J. LIU
Incorporator

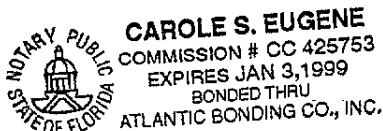
STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Nancy J. Liu, President of NANCY J. LIU, M.D., P.A., known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 22nd day of May, 1998.

Carole Eugene
NOTARY PUBLIC, State of Florida
at Large

My commission expires:



CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: NANCY J. LIU, M.D., P.A.
2. The name and address of the registered agent and office is: Nancy J. Liu, 465 East Palmetto Park Road, Boca Raton, FL 33432.

SIGNATURE: Nancy J. Liu, MD
(Corporate Officer)

TITLE: president

DATE: 7/5/98

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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE: Nancy J. Liu, MD
NANCY J. LIU
Registered Agent

DATE: 7/5/98

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AND
FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA