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LAW OFFICE OF PETER LOBLACK, P.A.

1031 Ives Dairy Road, Suite 125

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July 7, 1998

Florida Department of State

Division of Corporation

Attn: New Filing

409 E. Gaines Street

Tallahassee, FL 32399

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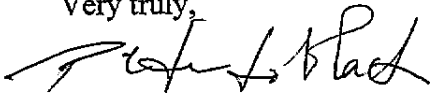
****122.50 ****122.50

Re: Articles of Incorporation

Dear Sir/Madam:

Enclosed is the article of incorporation of CHRIS UKIOMOGBE, M.D., P.A. for filing, along with a check for \$122.50. Please send the incorporation papers to me at the above address.

Very truly,



Peter Loblack

FILED
98 JUL -9 AM 10:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE OF INCORPORATION
OF
CHRIS UKIOMOGBE, M.D., P.A.**

FILED
98 JUL -9 AM 10:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned natural person, competent and licensed to practice medicine in the State of Florida, acting hereby as incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of Section 607, Florida Business Corporation Act, and Section 621, Florida Professional Service Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

I

Name of Corporation, Principal Office and Mailing Address

The name of the corporation shall be CHRIS UKIOMOGBE, M.D., P.A.

The principal office, and mailing address, of this corporation shall be: Miami Gardens Medical Center, 18585 NW 27 Avenue, Miami, FL 33056.

II

Purposes

The general nature and purposes of business to be transacted, promoted and carried on by the corporation are as follows:

- a. To engage in every aspect of the practice of medicine, and all its fields of specializations, as are engaged in by physicians.
- b. To engage and render the professional services involved only through its officers, agents and employees who shall be physicians in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.
- c. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.
- d. To engage in no other business other than the rendition of the professional services specified herein.
- e. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

III

Capital Stock

- a. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 5000 shares of common stock at \$100 per share par value.
- b. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.
- c. Share of the corporation's stock and certificate shall be issued only to persons in good standing and duly licensed or otherwise legally authorized to practice medicine in Florida.

IV

Duration

The corporation shall have perpetual existence.

V

Registered Office and Agent

The address of this corporation's initial registered office is the Law Office of Peter Loblack, P.A., 1031 Ives Dairy Road, Suite 125, Miami, FL 33179; and the name of its initial registered agent at said address is Peter Loblack.

VI

Incorporator Name and Address

The Incorporator name and address is as follows: CHRIS UKIOMOGBE, M.D., c/o Peter Loblack, Esq., Law Office of Peter Loblack, P.A., 1031 Ives Dairy Road, Suite 125, Miami, FL 33179.

VII

Board of Directors

The corporation shall have a Board of Directors consisting of one (1) person. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Shareholders but shall never be less than one. The name and address of the initial Director of this corporation is: Chris Ukiomogbe, MD, 18585 NW 27 Avenue, Miami, FL 33056.

VIII

Informal Shareholder Action

Any action of the Shareholders may be taken without a meeting if all Shareholders entitle to vote on the such action consent in writing and the signed consent is filed with the Secretary of the corporation and made part of the corporate records.

XI

Severance and Termination of Employment

If any officer, director, stockholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

X

Informal Director Action

If all of the Directors jointly or severally consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

XI

Indemnification

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

XII

Amendment

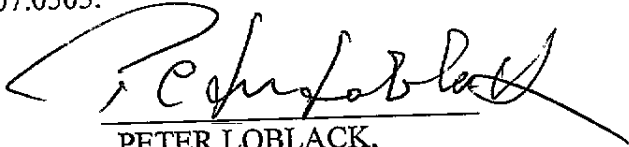
The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights privileges conferred upon any Shareholders, Directors, and Officers are subject to this reservation. The Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Florida, as amended from time to time, unless more specific provisions for amendments are adopted by the corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Article of Incorporation for the purpose of forming a corporation in the State of Florida, this 7 day of July, 1998.


CHRIS UKIOMOGBE, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of The Law Office of Peter Loblack, P.A., hereby accepts such designation and is familiar with, and accepts, the obligation of such position, as provided in Florida Statutes § 607.0505.



PETER LOBLACK,
Registered Agent

Dated: July 7, 1998

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98 JUL -9 AM 10:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA