

P98000068445

AW OFFICES
KRAMER, GREEN, KAHN & KUSHNER, P.A.
PRESIDENTIAL CIRCLE
4000 HOLLYWOOD BOULEVARD
SUITE 435 SOUTH
HOLLYWOOD, FLORIDA 33021

ROBERT M. KRAMER
MITCHELL F. GREEN
HOWARD N. KAHN
LES. S. KUSHNER

EFFECTIVE DATE
7/24/98

BROWARD 954 / 966-2112
DADE 305 / 374-4382
FAX 954 / 966-2281
E-MAIL / kushner_etal@compuserve.com

WEST HOLLYWOOD OFFICE
6100 HOLLYWOOD BOULEVARD
SUITE 209
HOLLYWOOD, FLORIDA 33024
BY APPOINTMENT ONLY

July 23, 1998

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

200002603622--6
-07/31/98--01015--007
***122.50 ***122.50

Re: Articles of Incorporation
Karen Cooper, P.A.

To Whom It May Concern:

In connection with the incorporation of the above-referenced corporation, please find enclosed the following:

- (1) Original and one (1) copy of Articles of Incorporation of Karen Cooper, P.A.
- (2) Our check in the amount of One Hundred Twenty- and 50/100 Dollars (\$122.50) made payable to Florida Division of Corporations representing filing fee and certified copy fee.

Kindly file the enclosed Articles of Incorporation and mail the certified copy of the Articles of Incorporation to our office in the enclosed self-addressed envelope.

Your prompt and courteous attention to this matter is greatly appreciated.

Respectfully submitted,

KRAMER, GREEN, KAHN & KUSHNER, P.A.

LES KUSHNER.

Valerie GAVE

LK:vas AUTHORIZATION BY PHONE TO
Enclosures

CORRECT art. 11

DATE 8/5/98

DOC. EXAM TA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
7/24/98

ARTICLES OF INCORPORATION
OF
KAREN COOPER, P.A.

The undersigned subscriber to these Articles of Incorporation, being a natural person, competent to contract pursuant to the provisions of Chapter 621, Florida Statutes, for the purpose of establishing a corporation, does hereby declare the following:

ARTICLE I - NAME

The name of this corporation is KAREN COOPER, P.A.

ARTICLE II - PRINCIPAL OFFICE

The mailing address of this corporation shall be:

13050 SW 29 Ct.
Davie, Florida 33330

ARTICLE III
NATURE OF CORPORATE BUSINESS

The general nature of the business to be transacted by this corporation shall be the practice of medicine. In addition, this corporation may carry on any business and have and exercise all of the powers conferred by the laws of the State of Florida, except as such may be limited by the provisions of the Florida Professional Service Corporation Act as in effect from time to time. This corporation shall be authorized to perform every act necessary or proper for the accomplishment of the objects and purposes enumerated or for the protection and benefit of the corporation.

ARTICLE IV
CAPITAL STOCK

This corporation is authorized to issue 2,000 shares of \$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 or her prorated 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

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TALLAHASSEE, FLORIDA

corporation is 13050 SW 29th Court, Davie, Florida 33330 and the name of the initial registered agent of this corporation at that address is Karen Cooper, Esq.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

The Corporation shall initially have 1 Director to hold office until the first annual meeting of stockholders and her successors shall have been duly elected and qualified, or until her earlier resignation, removal from office or death. The number of Directors may be either increased or decreased from time to time in accordance with the By-Laws of the Corporation. The name and address of the Director is:

Karen Cooper
13050 SW 29th Court
Davie, Florida 33330

ARTICLE VIII
INCORPORATOR

The name and address of the Incorporator signing these Articles is:

Karen Cooper
13050 SW 29th Court
Davie, Florida 33330

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, and any right conferred upon the shareholders is subject to this reservation.

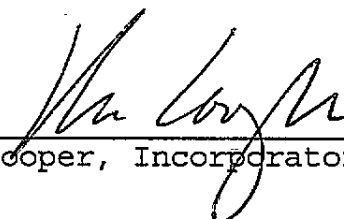
ARTICLE XI
TERM OF EXISTENCE

This corporation shall have perpetual existence and shall have an

effective date of July 24, 1998.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the date of signing.

Dated: July 21, 1998



Karen Cooper, Incorporator

CERTIFICATE DESIGNATION PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That Karen Cooper, P.A. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Davie, State of Florida, has named Karen Cooper, 13050 SW 29th Court, of the City of Davie, State of Florida, as its agent to accept service of process within Florida.

SIGNATURE

TITLE

DATE

Ken Coryn
President
July 21, 1998

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.

SIGNATURE

DATE

Ken Coryn
July 21, 1998

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TALLAHASSEE, FLORIDA