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NAME: MIAMI ENDO ASSOCIATES, INC.

AUDIT NUMBER.....H98000020750

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

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TALLAHASSEE, FLORIDA

11/6/98

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**ARTICLES OF INCORPORATION OF  
MIAMI ENDO ASSOCIATES, INC.**

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The undersigned acting as incorporator of a corporation under the General Corporation Act, adopts the following Articles of Incorporation for such corporation:

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE ONE**

The name of the corporation is Miami Endo Associates, Inc.

**ARTICLE TWO**

The purpose of the corporation is to engage in any activities or business permitted under the laws of the United States and the State of Florida.

**ARTICLE THREE**

Corporate existence is perpetual.

**ARTICLE FOUR**

The corporation shall have the authority to issue 7,500 shares, all in one class, \$0.01 par value.

**ARTICLE FIVE**

The address of its initial registered agent is 9703 South Dixie Highway, Suite 3J, Miami, Florida 33156. The name of the initial registered agent is Louis David Huss, Esquire. The principal office and mailing office of the corporation is 7231 SW 63 Av, Miami, Florida 33143.

**ARTICLE SIX**

The number of directors constituting the initial Board of Directors are two (2), whose name and addresses are:

Jacqueline Lipman 7231 SW 63 Av. #100, Miami, Florida 33143  
Richard Lipman, M.D. 7231 SW 63 Av. #100, Miami, Florida 33143

Louis David Huss, P.A.  
FB #372188

(305) 668-4877  
9703 S. Dixie Hwy. #3J  
miami, FL 33156

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### ARTICLE SEVEN

The name and address of the incorporator is Louis David Huss, Esquire, 9703 South Dixie Highway #3J, Miami, Florida 33156.

### ARTICLE EIGHT

Preemptive rights shall be as follows: Subject to the restrictions of the Florida General Corporations Act, the holders of the common stock of the corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of stock of the corporation as may be issued for money (money, or any property or services) from time to time, in addition to that stock authorized (and issued) by the corporation. The preemptive right of any holder is determined by the ratio of the authorized (and issued) shares of common stock held by the holder to all shares of common stock currently authorized (and issued).

DATED THIS \_\_\_\_\_ DAY OF NOVEMBER, 1998.

  
Louis David Huss

STATE OF FLORIDA       )  
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, personally appeared Louis David Huss who is to me well known to be the person described in and who subscribed to the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to the law that he made and subscribed to the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal,  
at Miami, Miami-Dade County, Florida, this \_\_\_\_\_ day of November, 1998.

\_\_\_\_\_  
Notary Public, State of Florida  
My commission expires:

THIS INSTRUMENT PREPARED BY:

LOUIS DAVID HUSS, ESQUIRE  
LOUIS DAVID HUSS, P.A.  
9703 South Dixie Highway #3J  
Miami, Florida 33156 (305-668-4877)(Fax:305-668-8313)

Louis David Huss, P.A.  
LR #377122

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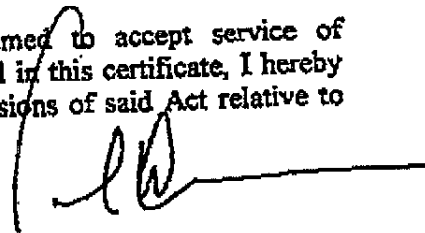
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**CERTIFICATE DESIGNATING PLACE OF  
BUSINESS OR DOMICILE FOR THE SERVICE  
OF PROCESS WITHIN THE STATE, NAMING  
AGENT UPON WHOM SERVICE MAY BE  
PROCESS MAY BE SERVED.**

In pursuance of Section 48.091, *Fla. Stat.* (1997), the following is submitted in compliance with said Act:

FIRST: Miami Endo Associates Inc. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the City of Pinecrest, Miami-Dade County, State of Florida, has named LOUIS DAVID HUSS, ESQUIRE, located at 9703 South Dixie Highway #3J, Miami, Florida, as its agent to accept service of process within the State.

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

  
Louis David Huss,  
Registered Agent

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TALLAHASSEE, FLORIDA

Louis David Huss, P.A.

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