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ROGERS, BOWERS, DEMPSEY AND PALADINO

ATTORNEYS

FLAGLER CENTER TOWER
505 SOUTH FLAGLER DRIVE
SUITE 1330

WEST PALM BEACH, FLORIDA 33401

ROBERT O. ROGERS
DAVID E. BOWERS
W. GLENN DEMPSEY
RICHARD PALADINO
ALLISON B. ROGERS

December 3, 1998

TELEPHONE (561) 655-8980
TELECOPIER (561) 655-9480

VIA FedEx

Secretary of State
Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Post Office Box 6327
Tallahassee, FL 32399

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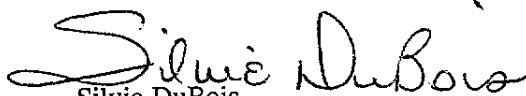
In re: OB/GYN Specialists of South Florida, Inc.

Dear Sir/Madam:

Enclosed you will find a check in the amount of \$87.50 to cover the filing fee and cost of a certified copy of the Articles of Incorporation for the above-referenced corporations. If you have any questions, or require additional information, please give me a call.

Very truly yours,

ROGERS, BOWERS, DEMPSEY AND PALADINO



Silvie DuBois
Legal Assistant

/srd
Enclosure
a/s

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION

OF

OB/GYN SPECIALISTS OF SOUTH FLORIDA, INC.

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ARTICLE I - NAME

The name of this Corporation is OB/GYN SPECIALISTS OF SOUTH FLORIDA, INC.

ARTICLE II - PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Corporation is 2611 Poinsettia Avenue, West Palm Beach, Florida 33407.

ARTICLE III - DURATION

This Corporation shall exist perpetually commencing as of the date these Articles are filed with the Secretary of State's office.

ARTICLE IV - PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business for which corporations may be organized under the Florida General Corporation Law.

ARTICLE V - CAPITAL STOCK

The Corporation shall have the authority to issue Ten Thousand (10,000) shares of common stock, each having a par value of One Dollar (\$1.00) per share.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 505 South Flagler Drive, Suite 1330, West Palm Beach, Florida 33401, and the name of the initial registered agent of this Corporation at that address is SILVIA R. DuBOIS.

ARTICLE VII - BOARD OF DIRECTORS

The Corporation shall have one (1) director initially. The number of directors may be either increased from time to time by the bylaws, but shall never be less than one (1). The name and address of the initial director of this Corporation is:

JOHN A. BURIGO, M.D.
2611 Poinsettia Avenue
West Palm Beach, FL 33407

ARTICLE VIII - INCORPORATOR

The name and mailing address of the person signing these Articles of Incorporation is:

SILVIA R. DuBOIS
505 South Flagler Drive, Suite 1330
West Palm Beach, Florida 33401

ARTICLE IX - OFFICERS

The following named persons shall be officers of this Corporation from its inception and until her successors are duly elected and qualified:

President/Secretary: JOHN A. BURIGO M.D.

ARTICLE X - INDEMNIFICATION

This corporation shall, to the fullest extent permitted by the provisions of the Florida General Corporation Law, as the same may be amended and supplemented, indemnify any and all persons whom

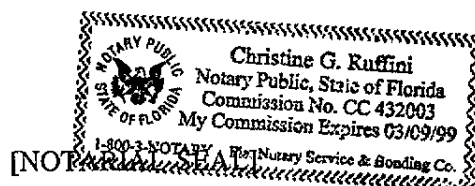
it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaws, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in their official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such a person.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 3rd day of December, 1998.


SILVIA R. DuBOIS

STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me, this 3rd day of December, 1998, by SILVIA R. DuBOIS, who is personally known to me.




Notary Public State of Florida

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

In pursuance of Chapter 48.091, Florida Statutes, OB/GYN SPECIALISTS OF SOUTH FLORIDA, INC. desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation in the City of West Palm Beach, County of Palm Beach, State of Florida, has named SILVIA R. DuBOIS, whose address is ROGERS, BOWERS, DEMPSEY AND PALADINO, P.A., 505 South Flagler Drive, Suite 1330, West Palm Beach, Florida 33401, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named as the registered agent for the above state Corporation at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of laws of the State of Florida relative to keeping said office open.

Dated: December 3, 1998


SILVIA R. DuBOIS

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