

SCOTT S. LEVINE, P.A.

Attorney at Law

1152 NORTH UNIVERSITY DRIVE
SUITE 305
PEMBROKE PINES, FLORIDA 33024

TELEPHONE (954) 441 - 1910
FAX (954) 441 - 9402

January 12, 1999

New Filing Section
Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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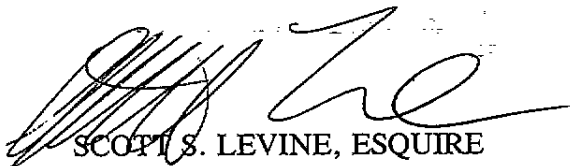
Dear Sir or Madam:

Enclosed you will find The Articles of Incorporation along with a check for \$78.75

Thank you for all your assistance regarding this matter.

If you have any questions, please feel free to call.

Very truly yours,


SCOTT S. LEVINE, ESQUIRE

SSL/mmc
Enclosures

FILED
99 JAN 15 PM 4:15
SECRETARY OF STATE
TALLAHASSEE FLORIDA

JAN 20 1999


ARTICLES OF INCORPORATION

OF

ROBERT A. ROSEN, P.A.

FILED
99 JAN 15 PM 4:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation, a physician duly licensed to render services as such under the laws of the State of Florida, hereby forms a Professional Service Corporation for profit pursuant to the provisions of the Professional Service Corporation Act and other laws of the State of Florida.

ARTICLE I - NAME

The name of the Corporation shall be: **ROBERT A. ROSEN, P.A.**

ARTICLE II - PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for a professional corporation organized under the Professional Service Corporation Act of the State of Florida engaged in the practice of medicine.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time shall be 500 shares of common stock, par value One Dollar (\$1.00) per share.

ARTICLE IV - REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial registered office of this Corporation shall be:

**SCOTT S. LEVINE, Esq.
1152 North University Drive
Suite 305
Pembroke Pines, Florida 33024**

ARTICLE V - THE PRINCIPAL OFFICE

The principal office of the Corporation is the same as the registered office, which is:

ROBERT A. ROSEN, P.A.
3991 Nighthawk Drive
Weston, Florida 33331

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have one director initially. The number of directors may be increased or decreased from time to time as provided in the By-Laws, but shall never be less than one (1). The name and address of the initial director of this Corporation is:

ROBERT A. ROSEN, M.D.
3991 Nighthawk Drive
Weston, Florida 33331

ARTICLE VII - INCORPORATORS

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

ROBERT A. ROSEN, M.D.
3991 Nighthawk Drive
Weston, Florida 33331

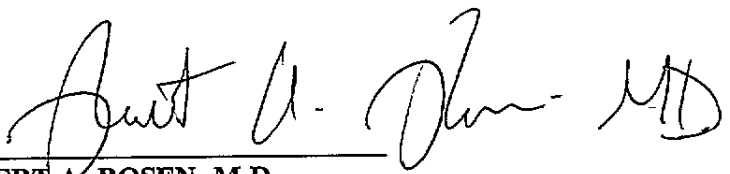
ARTICLE VIII - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLES IX - AMENDMENTS

These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all sign a written statement manifesting their intention that a certain amendment of these articles of incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation, this 4th day of January, 1999.

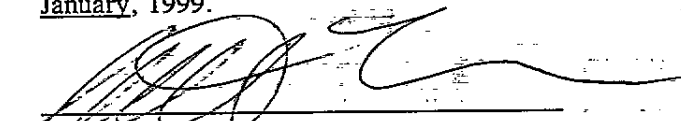


ROBERT A. ROSEN, M.D.
Incorporator

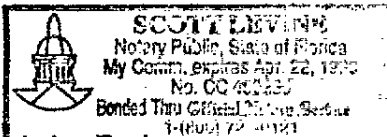
STATE OF FLORIDA)
 : SS
COUNTY OF BROWARD)

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, the foregoing instrument was file acknowledgment before me by ROBERT A. ROSEN who is personally known to me or who have you to it to a listless to the the will adult who are: term of her equipment Herman for produced a Florida driver's license as identification and who did take an oath, as subscriber and who, acknowledged before me that he/she/they subscribed to those articles of incorporation executed the foregoing articles of incorporation, and acknowledged before me that he/she/they subscribed to those articles of incorporation.

WITNESS my hand and official seal in the County and State named above this 4 day of January, 1999.



NOTARY PUBLIC
State of Florida at Large


My Commission Expires:

AFFIDAVIT OF REGISTERED AGENT

I, SCOTT S. LEVINE, ESQ., hereby swear and affirm that I am familiar with the duties and responsibilities associated with that of a registered agent, and will carry out these duties to the fullest of my ability as registered agent of the Corporation registered as ROBERT A. ROSEN, P.A.



SCOTT S. LEVINE, ESQ.
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE FLORIDA