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January 28, 1999

Secretary of State of Florida  
Division of Corporations  
Corporate Records Bureau  
P.O. Box 6327  
Tallahassee, Florida 32301

200002760352--9  
-02/01/99-01106-015  
\*\*\*122.50 \*\*\*\*\*78.75

Re: Professional Center, Inc.

Gentlemen:

Enclosed herewith is the original and one (1) copy of the Articles of Incorporation of the above-named proposed Florida Corporation.

Also enclosed is a check in the amount of \$122.50 representing payment of the following:

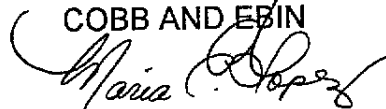
Filing Fee	-	\$35.00
Certified Copy	-	8.75
Registered Agent Fee	-	<u>35.00</u>
		\$122.50

Please file the enclosed Articles of Incorporation and forward the certified copy to the undersigned at your earliest opportunity.

Thank you for your prompt attention to this matter.

Sincerely,

SCHARLIN, LANZETTA, COHEN,  
COBB AND EBIN



Maria E. Lopez, Legal Assistant to  
Lewis R. Cohen, Esquire

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99 FEB - 1 PM 3: 10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**PROFESSIONAL CENTER, INC.**

The undersigned hereby subscribes to these Articles of Incorporation for the purpose of forming a corporation pursuant to the Florida General Corporation Act, Florida Statutes, Chapter 607.

**ARTICLE I**

**NAME**

The name of this corporation shall be as set forth above.

**ARTICLE II**

**GENERAL NATURE OF BUSINESS AND POWERS**

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

**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 is Five Thousand (5,000) shares of common stock having a par value of One (\$1.00) Dollar per share.

Shares may be issued only for a consideration having a value, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and nonassessable.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

***ARTICLE IV***

***TERM OF EXISTENCE***

This corporation shall have perpetual existence.

***ARTICLE V***

***REGISTERED AGENT AND INITIAL REGISTERED OFFICE***

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Lewis R. Cohen  
1399 S.W. 1st Avenue  
Third Floor  
Miami, Florida 33130

The Board of Directors may, from time to time, move the Registered Office to any other address in the State of Florida.

***ARTICLE VI***

***BOARD OF DIRECTORS***

This Corporation shall have one (1) director(s) initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one (1).

***ARTICLE VII***

***INITIAL DIRECTORS***

The name of the initial director of this Corporation and his street address is:

Paul Fraynd  
560 N.W. 165th Street Road  
Suite 300  
North Miami, Florida 33169

The person named as the initial director shall hold office for the first year of existence of this Corporation or until his successor is elected or appointed and has qualified, whichever occurs first.

***ARTICLE VIII  
PRINCIPAL OFFICE***

The principal office of the corporation is as follows:

560 N.W. 165th Street Road  
Suite 300  
North Miami, Florida 33169

***ARTICLE IX  
INCORPORATOR***

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

Lewis R. Cohen  
1399 S.W. 1st Avenue  
Suite 300  
Miami, Florida 33130


***ARTICLE X  
CONFLICT OF INTEREST***

No contract between this Corporation and another corporation or another individual shall be invalidated by reason of the fact that one or more of the officers or directors of this Corporation are officers or directors of the said other corporation, or by reason of the fact that one or more of the officers or directors of this Corporation may be the other individual or individuals contracting with this Corporation.

***ARTICLE XI  
AMENDMENT***

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, and approved at a stockholders' meeting by at least a majority of the stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as the Incorporator, has executed the foregoing Articles of Incorporation as of the 26 day of January, 1999.

  
\_\_\_\_\_  
Lewis R. Cohen

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

Pursuant to the provisions of Section 607.0501, Florida

Statutes, the following is submitted, in compliance with said Statutes:

That **PROFESSIONAL CENTER, INC.**, desiring to organize under the laws of the State of Florida, with its registered office at: 560 N.W. 165th Street Road, Suite 300, North Miami, Florida 33169, has named **Lewis R. Cohen**, located at 1399 S.W. 1st Avenue, Suite 300, Miami, Florida 33130, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named as registered agent and to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all Statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.



**Lewis R. Cohen**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA