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FLORIDA PROFIT CORPORATION OR P.A.

JUDITH MCKENZIE & MICHAEL B. MILLER, M.D.'S, P.A.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 29, 1999

BROAD AND CASSEL

SUBJECT: JUDITH MCKENZIE & MICHAEL B. MILLER, M.D., P.A.
REF: W99000007514

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Article ARTICLE VI states there will be 1 director(s), whereas 2 is/are listed.

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Neysa Culligan
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ARTICLES OF INCORPORATION

OF

JUDITH MCKENZIE & MICHAEL B. MILLER, M.D.'S, P.A.

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name and initial address of this Corporation shall be: JUDITH MCKENZIE & MICHAEL B. MILLER, M.D.'S, P.A., 740 Palm Springs Circle, Indian Harbor Beach, Florida 32937, with the privilege of having its offices and branch offices at other places within or without the State of Florida.

ARTICLE II

The Corporation is organized for the purposes of engaging in the practice of medicine in the State of Florida pursuant to Chapter 621, Professional Service Corporation Act. The Corporation shall engage and render the professional services involved only through its officers, agents and employees who shall be in good standing, licensed or otherwise legally authorized within the State of Florida to render the same professional services as the Corporation.

Without in any manner limiting any of the objectives and powers of the Corporation, it is expressly declared and provided that the Corporation is hereby empowered to transact any and all lawful business for which corporations may be formed under Chapter 607 of the Florida Business Corporation Act.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock are as follows:

NUMBER OF SHARES AUTHORIZED	PAR VALUE PER SHARE	CLASS OF STOCK
1,000	\$.01	Common

Jodi B. Laurence, Esquire
Florida Bar Number 860689
Broad and Cassel
7777 Glades Road, Suite 300
Boca Raton, Florida 33434
Telephone: (561) 483-7000
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The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this Corporation. Shares of the Corporation's capital stock shall only be issued to medical doctors in good standing and duly licensed or otherwise legally authorized to render the same professional services as the Corporation.

ARTICLE IV

This Corporation shall commence its existence immediately upon the execution of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V

The initial registered office of this Corporation is 7777 Glades Road, Suite 300, Boca Raton, Florida 33434. The initial registered agent at that address is Jodi B. Laurence.

ARTICLE VI

The Corporation shall have two (2) directors initially. The name and address of the first directors of the Corporation, whom shall hold office for the first year or until their successor(s) is duly elected and qualified, are:

Judith McKenzie, M.D.

740 Palm Springs Circle
Indian Harbor Beach, FL 32937

Michael B. Miller, M.D.

740 Palm Springs Circle
Indian Harbor Beach, FL 32937

ARTICLE VII

The name and address of the Incorporator is: Jodi B. Laurence, 7777 Glades Road, Suite 300, Boca Raton, Florida 33434.

ARTICLE VIII

No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this Corporation who is also a director or

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an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation, or no so interested.

ARTICLE IX

The private property of the shareholders shall not be subject to payment of the corporate debts to any extent.

ARTICLE X

This Corporation may indemnify and insure its officers and directors to the fullest extent permitted by law.

ARTICLE XI

This Corporation expressly elects not to be governed by either Section 607.0901 or Section 607.0902 of the Florida Business Corporation Act, as each may be amended from time to time, which sections relate to affiliated transactions and control share acquisitions.

IN WITNESS WHEREOF, I, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming a Corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 22nd day of March, 1999.



Jodi B. Laurence, Incorporator

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

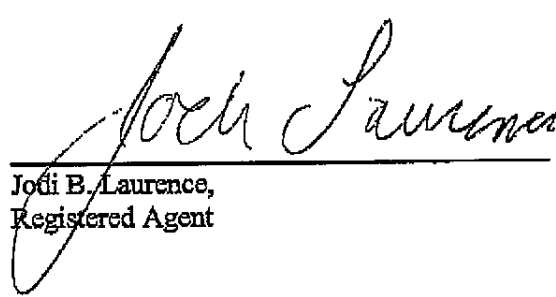
In compliance with the laws of the State of Florida, the following is submitted:

First - That JUDITH MCKENZIE & MICHAEL B. MILLER, M.D.'S, P.A.,
desiring to organize under the laws of the State of Florida, has designated 7777 Glades
Road, Suite 300, Boca Raton, Florida 33434 as the place of business for the service of
process within this state.

Second -- That the above corporation has named Jodi B. Laurence as its statutory
registered agent.

Having been named the statutory agent of the above Corporation at the place
designated in this Certificate, I hereby accept the same and agree to act in this capacity, and
agree to comply with the provisions of Florida law relative to keeping the registered office
open.

Dated this 22nd day of March, 1999.



Jodi B. Laurence,
Registered Agent

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