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1.) Arnold Falchook, M.D., D.A.
(CORPORATE NAME & DOCUMENT #)

2.) _____
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3.) _____
(CORPORATE NAME & DOCUMENT #)

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4.) _____
(CORPORATE NAME & DOCUMENT #)

EFFECTIVE DATE
7-1-99

5.) _____
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
ARNOLD FALCHOOK, M.D., P.A.

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TALLAHASSEE, FLORIDA

The undersigned hereby makes and subscribes to these Articles of Incorporation pursuant to Chapter 621, *Florida Statutes*, intending to form a professional service corporation (the "Corporation").

ARTICLE I
NAME

The name of this Corporation is ARNOLD FALCHOOK, M.D., P.A.

ARTICLE II
PURPOSE

EFFECTIVE DATE
7-1-99

The general nature of the business to be transacted by this Corporation is:

The practice of medicine by persons duly authorized to render the same professional services, the furnishing of related services, the lease or purchase of such real and personal property as is necessary for the rendering of this practice and all other activities permitted by law to be performed by a professional corporation, including without limitation:

- A. To invest funds in real estate, mortgages, stocks, bonds or any other type of investment.
- B. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfer of corporate property, or other instruments to secure the payment of corporate indebtedness as required.
- C. To purchase the corporate assets of, merge, or consolidate with any other domestic corporation engaged in the same character of business.
- D. To redeem, purchase, retain, sell and transfer its own capital stock.
- E. To create, maintain, manage, amend, restrict, terminate and take all other actions permitted by law in connection with employee benefit plans and trusts incidental thereto.

ARTICLES OF INCORPORATION OF ARNOLD FALCHOOK, M.D., P.A.
-continued-

F. To do each and every other act incidental to the purposes and powers set forth in these Articles of Incorporation which is not forbidden by the laws of the State of Florida or these Articles of Incorporation.

Without limitation of any of the foregoing, while engaging in such activity or business, the Corporation may exercise all of the powers and privileges conferred by the Professional Service Corporation and Limited Liability Company Act, Chapter 621, Florida Statutes, as presently in effect and as it may be amended from time to time in the future.

ARTICLE III
PRINCIPAL OFFICE

The street address of the Corporation is:

1050 NW 15th Street
Suite 106A
Boca Raton, Florida 33486

ARTICLE IV
SHARES

The aggregate number of shares which the Corporation shall have the authority to issue shall be 10,000, \$1.00 par value common shares.

All of said stock shall be payable in cash, patents, stock, notes, accounts, claims, real estate or other property at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose. Any type of property acceptable to the Board of Directors may be purchased or paid for with the capital stock at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE V
INITIAL DIRECTORS

The number of directors constituting the initial Board of Directors of this Corporation is one (1). The name and street address of the initial director of this Corporation is:

ARTICLES OF INCORPORATION OF ARNOLD FALCHOOK, M.D., P.A.
-continued-

<u>Name</u>	<u>Address</u>
Arnold Falchook, M.D.	1050 NW 15th Street Suite 106A Boca Raton, Florida 33486

The initial director may serve from time to time and may, by resolution, fix the number constituting the Board of Directors and may also name the persons to fill vacancies on the Board of Directors created by an increase in the number of directors which occurs between annual meetings.

ARTICLE VI
INITIAL REGISTERED AGENT

The name of the Corporation's initial registered agent is:

Roger M. Pomerance, P.A.

ARTICLE VII
INCORPORATOR

The name and address of the incorporator is Arnold Falchook, M.D., 1050 NW 15th Street, Suite 106A, Boca Raton, Florida 33486.

ARTICLE VIII
INDEMNIFICATIONS

It is the intention of the Corporation to indemnify its officers, directors, employees and agents to the extent permitted by Section 607.0850 Florida Statutes.

ARTICLE IX
EXERCISE OF POWERS

Anything to the contrary contained in these Articles of Incorporation notwithstanding, if the shareholders of the Corporation shall so elect, they may exercise all powers and conduct the business and affairs of this Corporation in lieu of the Board of Directors.

ARTICLES OF INCORPORATION OF ARNOLD FALCHOOK, M.D., P.A.
-continued-

ARTICLE X
RESTRICTIONS ON OWNERSHIP AND TRANSFER OF STOCK

No stock of this Corporation shall be issued to anyone other than an individual who is a medical doctor, duly licensed to practice medicine in the State of Florida.

Pursuant to Chapter 621.11 *Florida Statutes*, no shareholder of the Corporation may sell or transfer his or her shares in the Corporation except to another individual who is eligible to be a shareholder of the Corporation.

ARTICLE XI
SHAREHOLDER AGREEMENTS

The Corporation, its shareholders, or any combination of the Corporation and its shareholders, may enter into agreements limiting or restricting free transfers of shares of its capital stock. Any such agreements will be valid and enforceable among the parties to such agreements and, when the existence of such agreement is noted on the face or on the back of the certificates representing any such shares, such agreements will be binding and enforceable upon any transferee or successor of any party to such agreement.

ARTICLE XII
EFFECTIVE DATE OF CORPORATION

The effective date of this Corporation will be July 1, 1999.

Dated this 19 day of May, 1999.



ARNOLD FALCHOOK
Incorporator

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Chapters 48.091, 607.0501 and 621.13, *Florida Statutes*, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

The name of the corporation is:

ARNOLD FALCHOOK, M.D., P.A.

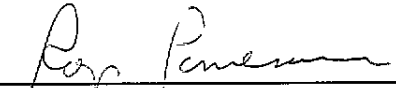
The name and address of the registered agent is:

ROGER M. POMERANCE, P.A.
1900 N.W. Corporate Boulevard
Suite 201E
Boca Raton, Florida 33431

ACKNOWLEDGMENT:

Having been named registered agent for the stated corporation, I hereby accept the appointment as registered agent and am familiar with and accept the obligations of my position.

ROGER M. POMERANCE, P.A.

By: 
Roger M. Pomerance
President

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TALLAHASSEE, FLORIDA