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THOMAS C. HOUCK
ATTORNEY AT LAW

Suite 1
312 South Harbor City Boulevard
Melbourne, Florida 32901

Telephone: 407-723-7941
Fax: 407-723-8694

June 17, 1999

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: MALABAR HEALTH SPECIALISTS

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$78.75.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Sincerely,



THOMAS C. HOUCK

TCH/kat
Enclosures as stated

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*****78.75 *****78.75

FILED
99 JUN 21 AM 9:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T BROWN JUN 23 1999

ARTICLES OF INCORPORATION
OF

MALABAR HEALTH SPECIALISTS, INC.

FILED
99 JUN 21 AM 9:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby subscribes to and forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is MALABAR HEALTH SPECIALISTS, INC.

ARTICLE II - NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and of this State, to include the transaction of all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is seventy-five hundred (7500) shares of common stock, each share having the par value of One Dollar (\$1.00).

ARTICLE IV - ADDRESS

The street address and mailing address of the initial principal place of business of this corporation is-

910 Malabar Rd, S.E.
Palm Bay, Florida 32907

ARTICLE V - REGISTERED AGENT

The street address of the corporation's initial registered office and the name of the initial resident agent is

THOMAS C. HOUCK, ESQUIRE
312 S. HARBOR CITY BLVD., SUITE 1
MELBOURNE, FL 32901

ARTICLE VI - DIRECTORS

The corporation shall have 2 director(s) initially, whose names and street addresses are as follows:

<u>Name</u>	<u>Address</u>
MICHAEL J. AYRES, M.D.	910 Malabar Rd., S.E. Palm Bay, FL 32907
MING T. LAI, M.D.	5201 Babcock St., N.E. Palm Bay, FL 32905

ARTICLE VII - PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights.

ARTICLE VIII - SUBSCRIBERS

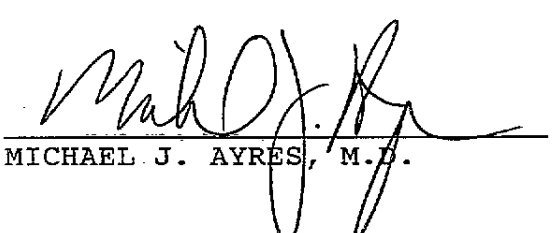
The name and street address of the subscribers to these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
MICHAEL J. AYRES, M.D.	910 Malabar Rd., S.E. Palm Bay, FL 32907
MING T. LAI, M.D.	5201 Babcock St., N.E. Palm Bay, FL 32905

IN WITNESS WHEREOF, I have hereunto set my hand and seal this
16 day of June, 1999.



MING T. LAI, M.D.

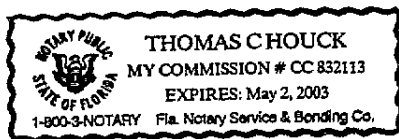


MICHAEL J. AYRES, M.D.

STATE OF FLORIDA
COUNTY OF BREVARD

Before me personally appeared MING T. LAI, M.D. and MICHAEL J. AYRES, M.D. to me known to be the individuals described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that they executed the same for the purposes therein expressed.

Witness my hand and seal this 16 day of June, 1999.



[Signature]
Notary Public, State of Florida

ACCEPTANCE BY RESIDENT AGENT

I am familiar with and accept the duties and responsibilities as registered agent for said corporation, MALABAR HEALTH SPECIALISTS, INC.

[Signature]
THOMAS C. HOUCK, ESQUIRE
Registered Agent.

STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared **THOMAS C. HOUCK**, who is personally known to me or who produced as identification and who executed the foregoing instrument and he acknowledged before me that he executed the same.

Witness my hand and official seal in the County and State last aforesaid this 16th day of June, 1999.

[Signature]
NOTARY PUBLIC



Karin A. Tomasetti
MY COMMISSION # CC627653 EXPIRES
March 14, 2001
BONDED THRU TROY FAIR INSURANCE, INC.