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FLORIDA PROFIT CORPORATION OR P.A.

dr. garry friedman, p.a

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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

September 1, 1999

EMPIRE

SUBJECT: DR. GARRY FRIEDMAN, P.A.  
REF: W99000020278

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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ARTICLES OF INCORPORATION  
OF  
DR. GARRY FRIEDMAN, P.A.

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I  
NAME

The name of the corporation shall be:

DR. GARRY FRIEDMAN, P.A.

ARTICLE II  
TERM OF EXISTENCE

The period of duration of the corporation is perpetual.

ARTICLE III  
PURPOSE

The purpose or purposes for which the corporation is organized are to engage in any activity or business of medicine permitted under the laws of the United States and of this state.

ARTICLE IV  
CAPITAL STOCK

Authorized Shares.

Number. The aggregate number of shares that the corporation shall have the authority to issue is 1000 shares of Capital Stock with a par value at One Dollar (\$1.00) per share.

Initial Issue. 500 shares of the Capital Stock of the corporation shall be issued for cash at a par value of One Dollar per share.

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Stated Capital. The sum of the par value of all shares of Capital Stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

Dividends. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

No classes of stock. The shares of the corporation are not to be divided into classes.

No shares in series. The corporation is not authorized to issue shares in series.

**ARTICLE V  
REGISTERED AND PRINCIPAL ADDRESS**

The initial address in Florida of the initial registered agent is David H. Freedman, Esq., 11900 Biscayne Blvd., Suite 616, North Miami, Florida 33181 and the initial principal office of the corporation is 8510 West Flagler Street, Miami, FL 33144.

**ARTICLE VI  
BOARD OF DIRECTORS**

The initial board of directors shall consist of not less than one (1) member(s), who need not be a resident of the State of Florida or shareholder of the corporation.

The name and address of the persons who shall serve as directors until the first annual meeting of the shareholders, or until their successors shall have been elected and qualified is as follows:

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Dr. Garry Friedman  
8510 West Flagler Street  
Miami, FL 33144

**ARTICLE VII  
INCORPORATOR**

The name and address of the incorporator is as follows:

DR. GARRY FRIEDMAN, P.A.  
8510 West Flagler Street  
Miami, FL 33144

**ARTICLE VIII  
AMENDMENTS**

The shareholders shall have the power to adopt, amend, alter, change or repeal the articles of incorporation when proposed and approved at a stockholders meeting, with not less than a majority vote of common stock.

**ARTICLE IX  
PREEMPTIVE RIGHTS**

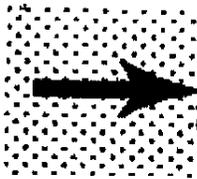
The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such as the shares of the stock of this corporation as may be issued for money (money, or and property or services) from time to time, in addition to that stock authorized (and issued) by the corporation. The preemptive rights of any holder is determined by the ratio of the authorized (authorized and issued) shares of common stock held by the holder of all shares of common stock currently authorized (authorized and issued).

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facts herein stated are true, and executes these Articles of Incorporation at Miami, Florida, on the 16<sup>th</sup> day of August, 1999.

**SIGN  
HERE**



Garry Friedman  
GARRY FRIEDMAN

STATE OF FLORIDA:  
COUNTY OF DADE :

The foregoing Articles of Incorporation was acknowledged this 13 day of August, 1999, by Garry Friedman who is personally known to me or who has produced a \_\_\_\_\_ as identification and who did take an oath and did voluntarily acknowledge to me that he made and subscribed the above Articles of Incorporation for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, at Miami, in said County and State this 13 day of August, 1999.

Noemi Aponte  
NOTARY PUBLIC, STATE OF FLORIDA  
Commission No.

My commission expires:

This Instrument Prepared By:

David H. Freedman, Esquire  
11900 Biscayne Blvd. #616  
North Miami, FL 33181  
305/893-8003  
Fla. Bar No. 791687



Noemi Aponte  
MY COMMISSION # CCT11211 EXPIRES  
October 6, 2002  
BONDED THROUGH TROY KAHN INSURANCE, INC.

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES,  
THE FOLLOWING IS SUBMITTED:

FIRST -- That DR. GARRY FRIEDMAN, P.A., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Miami, State of Florida, has named DAVID H. FREEDMAN, ESQ., located at 11900 Biscayne Blvd., Suite 616, City of Miami State of Florida, as its agent to accept service of process within Florida.

SECOND -- That having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

SIGNATURE

David H. Freedman Esq  
Resident Agent

Date

8/16/99

IN WITNESS WHEREOF, The undersigned, being the original Incorporator of the above named corporation, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of the State of Florida, does make and file these Articles, hereby declaring and certifying that the

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