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HOLTZMAN, KRINZMAN, EQUELS & FURIA

ATTORNEYS AT LAW

2601 SOUTH BAYSHORE DRIVE

SUITE 600

MIAMI, FLORIDA 33133

TELEPHONE (305) 859-7700

TELEFAX (305) 859-9996

16 WEST PINE STREET

ORLANDO, FLORIDA 32801

TELEPHONE (407) 839-0095

TELEFAX (407) 839-2050

THE ESPERSON BUILDING

815 WALKER, SUITE 1640

HOUSTON, TEXAS 77002

TELEPHONE (713) 237-0488

TELEFAX (713) 236-8114

September 15, 1999

REPLY TO:

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Miami

Re: Longevity Center of South Florida, Kendall Branch, Inc.
File No. 99-1020

200002989162--7

-09/16/99-01063--004

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

Dear Sir or Madam:

Enclosed is an original and one copy of Articles of Incorporation of Longevity Center of South Florida, Kendall Branch, Inc., a Florida corporation. Also enclosed is our check made payable to the Department of State in the amount of \$78.75 for payment of the filing and certified copy fees.

Please file the Articles as per the regular procedures and return the copy, certified, in the self-addressed stamped envelope provided herewith for your convenience.

Your cooperation in this matter is greatly appreciated.

Sincerely,

HOLTZMAN, KRINZMAN,
EQUELS & FURIA, P.A.

Judy Wikel Baxter

Judy Wikel Baxter, CLA
Certified Legal Assistant

FILED
99 SEP 16 PM 1:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

/jwb
Enclosures

PC 9/21/99 ✓

FILED
99 SEP 16 PM 1:20
STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
LONGEVITY CENTER OF SOUTH FLORIDA, KENDALL BRANCH, INC.

The undersigned, acting as incorporator of Longevity Center of South Florida, Kendall Branch, Inc. under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is:

LONGEVITY CENTER OF SOUTH FLORIDA, KENDALL BRANCH, INC.

ARTICLE II. ADDRESS

The mailing address of the corporation is:

6701 Sunset Drive
Suite 200A
Miami, FL 33143

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence upon the filing of these Articles with the Office of the Secretary of State of Florida.

ARTICLE IV. PURPOSE

This corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 6701 Sunset Drive, Suite 200A, Miami, Florida 33143, and the name of the corporation's initial registered agent at that address is William A. Abelow, M.D.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time, as provided by the bylaws, but shall never be less than one (1). The names and street addresses of the initial directors are:

<u>Name</u>	<u>Address</u>
William A. Abelow, M.D.	6701 Sunset Drive Suite 200A Miami, Florida 33143
Jorge Dagnesses	15378 S.W. 140 th Street Miami, Florida 33196

ARTICLE VIII. INCORPORATOR

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
William A. Abelow, M.D.	6701 Sunset Drive Suite 200A Miami, Florida 33143

ARTICLE IX. INDEMNIFICATION.

Every person who now is or hereafter shall be a Director or Officer of the corporation shall be indemnified by the corporation against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon him/her in connection with, or resulting from, any action, suit or proceedings of whatever nature, to which he/she is or shall be made a party by reason of his/her being or having been a Director or Officer of the corporation (whether or not he is a Director or Officer of the corporation at the time he/she is made a party to such action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon him/her) except in relation to matters as to which he/she shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his/her duties as such Director or Officer. The right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled as a matter of law.


ARTICLE X. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE XI. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner prescribed by law, and all rights herein conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation on this 31st day of August, 1999.



William A. Abelove, M.D.

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That Longevity Center of South Florida, Kendall Branch, Inc., desiring to organize under the laws of the State of Florida with its initial registered office as indicated in the Articles of Incorporation, at Miami-Dade County, State of Florida, has named William A. Abelow, M.D. as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, the undersigned agrees to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and am familiar with, and accept, the obligations of that position.



William A. Abelow, M.D.
Registered Agent

FILED
99 SEP 16 PM 1:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA