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ACCOUNT NO. : 072100000032

REFERENCE : 479684 9040A

AUTHORIZATION :

*Patricia Pappas*

COST LIMIT : \$ 70.00

ORDER DATE : November 12, 1999

ORDER TIME : 2:57 PM

ORDER NO. : 479684-005

CUSTOMER NO: 9040A

CUSTOMER: Peter A. Rose, Esq  
ROSE & ROSE  
ROSE & ROSE  
Suite 200  
2101 North Andrews Avenue  
Ft. Lauderdale, FL 33311

400003043654-3

DOMESTIC FILING

NAME: METROPOL HEALTH CARE ASSOCIATES, P.A.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Erika Carlson

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 NOV 15 AM 9:50

RECEIVED  
99 NOV 15 AM 10:59  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE  
FLORIDA

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

99 NOV 15 AM 9:50

ARTICLES OF INCORPORATION  
OF  
METROPOL HEALTH CARE ASSOCIATES, P.A.

The undersigned incorporator hereby forms a corporation under Chapter 621 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

METROPOL HEALTH CARE ASSOCIATES, P.A.

The address of the principal office of this corporation shall be 1010 Northwest 9th Avenue, Fort Lauderdale, Florida 33319, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage in every aspect of the business of rendering the same professional services to the public that a medical service, duly licensed under the laws of the State of Florida, is authorized to render. This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

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

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 2101 N. Andrews Avenue, Suite 200, Fort Lauderdale, Florida 33311, and the name of the initial registered agent of the corporation at that address is Peter A. Rose.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have one officer and one director, initially. The name and street address of the initial officer and director who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

Dr. Leclerc Adison 1010 Northwest 9th Avenue  
Dir./Pres./Sec. Fort Lauderdale, Florida 33319

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company  
1201 Hays Street  
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on November 12, 1999.

CORPORATION SERVICE COMPANY

By: Laura R. Dunlap  
Its Agent, Laura R. Dunlap

HBD/ebc


FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

99 NOV 15 AM 9:50

METROPOL HEALTH CARE ASSOCIATES, P.A.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FUTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

ROSE & ROSE, P.A.  
2101 N. ANDREWS AVENUE  
SUITE 200  
FT. LAUDERDALE, FL 33311  
(954)561-5000

  
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PETER A. ROSE, ESQ.