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**Florida Department of State  
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**To:**  
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Fax Number : (850) 922-4001

**From:**  
Account Name : KRAMER, GREEN, ZUCKERMAN & KAHN, P.A.  
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TALLAHASSEE, FLORIDA

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**FLORIDA PROFIT CORPORATION OR P.A.**

**Kelly. Wolf & Herman, M.D., P.A.**

Certificate of Status	0
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Page Count	03
Estimated Charge	\$78.75

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**ARTICLES OF INCORPORATION**

**OF**

**KELLY, WOLF & HERMAN, M.D., P.A.**

The undersigned, for the purpose of forming a corporation under the Professional Service Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I**

**NAME**

The name of the Corporation is KELLY, WOLF & HERMAN, M.D., P.A.

**ARTICLE II**  
**DURATION**

The duration of the Corporation is perpetual.

**ARTICLE III**  
**PURPOSE**

The Corporation is organized for the purpose of transacting any or all lawful business for a professional corporation engaged in the practice of medicine.

**ARTICLE IV**  
**AUTHORIZED SHARES**

The aggregate number of shares which the Corporation is authorized to issue is 1,000. Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share.

Prepared by: Robert M. Kramer, Bar No. 181940, 4000 Hollywood Boulevard, Suite 485 South, Hollywood, FL 33021, phone ((54)966-2112

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**ARTICLE V**  
**REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation and the name of its initial registered agent is:

Robert M. Kramer  
4000 Hollywood Boulevard  
Suite 485 South  
Hollywood, FL 33021

**ARTICLE VI**  
**DIRECTORS**

The number of directors constituting the board of directors of the Corporation shall be determined in accordance with the by-laws, but shall not be less than one. The number of directors constituting the initial board of directors is three (3). The name and address of the person to serve as member of the initial board of directors is:

Carlos Wolf, M.D.  
8940 N. Kendall Drive  
Suite 903-E  
Miami, FL 33176

Michael E. Kelly, M.D.  
8940 N. Kendall Drive  
Suite 903-E  
Miami, FL 33176

Brad P. Herman, M.D.  
8940 N. Kendall Drive  
Suite 903-E  
Miami, FL 33176

**ARTICLE VII**  
**INCORPORATOR**

The name and address of the incorporator is:

Robert M. Kramer  
4000 Hollywood Boulevard  
Suite 485 South  
Hollywood, FL 33021

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ARTICLE VIII  
INDEMNIFICATION

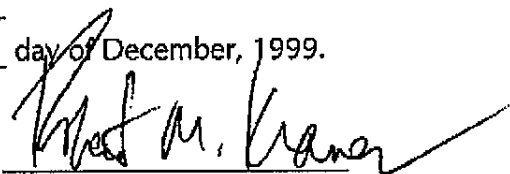
The Corporation shall indemnify each director, officer and shareholder of the Corporation against any and all liability and expense incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer, director or shareholder of the Corporation to the full extent permitted by the laws of the State of Florida.

ARTICLE IX  
PRINCIPAL OFFICE

The initial street address of the principal office of the Corporation is:

8940 N. Kendall Drive  
Suite 903-E  
Miami, FL 33176

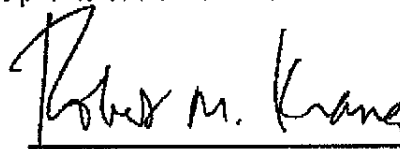
Executed by the undersigned on the 3<sup>rd</sup> day of December, 1999.



ROBERT M. KRAMER, INCORPORATOR

ACKNOWLEDGMENT OF APPOINTMENT OF REGISTERED AGENT

Having been named the registered agent for the above Corporation at the place designated in the foregoing Articles of Incorporation, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.



ROBERT M. KRAMER,  
REGISTERED AGENT

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