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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

JOSEPH ZEBEDE, M.D., P.A.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$78.75

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**ARTICLES OF INCORPORATION
OF
JOSEPH ZEBEDE, M.D., P.A.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Professional Service Corporation and Limited Liability Company Act, adopts the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the corporation is Joseph Zebede, M.D., P.A. (hereinafter called the "Corporation").

**ARTICLE II
PURPOSE**

The purpose of the Corporation and the nature of its business are as follows:

1. To engage in the practice of medicine and to provide services incident thereto.
2. To do everything necessary, proper or convenient for the accomplishment of such purpose, and to do every other act incident thereto which is lawfully permitted.

**ARTICLE III
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is:

4302 Alton Road
Miami Beach, Florida 33140

**ARTICLE IV
CAPITAL STOCK**

The number of shares of stock that the Corporation is authorized to issue is One Thousand (1,000) shares, \$0.01 par value per share, of common stock. Each issued and outstanding share of common stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

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ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the Corporation's initial registered office is: One S.E. 3rd Avenue, 28th Floor, Miami, Florida 33131. The name of the Corporation's initial registered agent at that office is: American Information Services, Inc.

ARTICLE VI
INITIAL DIRECTOR

The name and street address of the individual to serve as the initial director of the Corporation is:

Joseph Zebede, M.D.
4302 Alton Road
Miami Beach, Florida 33140

ARTICLE VII
INCORPORATOR

The name and street address of the incorporator of the Corporation is:

Marshall R. Burack, Esq.
One S.E. 3rd Avenue, 28th Floor
Miami, Florida 33131

ARTICLE VIII
INDEMNIFICATION

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of an officer or a director, to the full extent now or hereafter permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 15 day of December, 1999.


Marshall R. Burack, Incorporator

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**CERTIFICATE OF ACCEPTANCE BY
REGISTERED AGENT**

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of Joseph Zebede, M.D., P. A., a Florida corporation (the "Corporation"), in the Corporation's articles of incorporation:

Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's articles of incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 15th day of December, 1999.

American Information Services, Inc.

By: Nery C. Toledo, V-P
Nery C. Toledo, Vice President

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