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PAUL G. MERCER, P.A.  
ATTORNEYS AT LAW  
700 SOUTH ROYAL POINCIANA BLVD.  
SUITE 502  
MIAMI SPRINGS, FLORIDA 33168

TELEPHONE: (305) 884-1111

TELEFAX: (305) 887-1847  
FEDERAL EXPRESS  
MAY 1 1995  
MIAMI SPRINGS, FL

Via Federal Express

April 3, 1995

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Secretary of State  
409 East Gaines Street  
Tallahassee, FL 32314

Attn: Division of Corporations

Re: Incorporation of Faculty Practice Services (FLA.) Inc.

Dear Madam/Sir:

Enclosed herein please find original and copy of Articles of Faculty Practice Services (FLA.) Inc., along with my firm check in the amount of \$122.50 to cover the filing fees for same.

Please have the Articles of Incorporation filed and a certified copy returned to my office in the enclosed self addressed envelope.

Thank you for your assistance.

Very truly yours,

  
Paul G. Mercer, Esquire

PGM:jm

Enclosures

3/10

ARTICLES OF INCORPORATION

OF

FACULTY PRACTICE SERVICES (FLA.) INC.

ARTICLE I - CORPORATE NAME AND ADDRESS

The name of this corporation is FACULTY PRACTICE SERVICES (FLA.) INC., located at 2500 Hollywood Blvd., Suite 210, Hollywood, Florida 33020.

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SECRETARY OF STATE  
FLORIDA

ARTICLE II - NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock having no par value.

ARTICLE IV - TERM OF EXISTENCE

This Corporation shall have perpetual existence commence upon the filing of these articles.

ARTICLE V - REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall

be:                Stephen L. Roof  
                     One Southeast Third Avenue  
                     Suite 2110  
                     Miami, Florida 33131

The Board of Directors from time to time may move the Registered Office to any address in the State of Florida.

ARTICLE VI - BOARD OF DIRECTORS

This Corporation shall have two directors initially. The

number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

#### ARTICLE VII - INITIAL DIRECTOR

The names of the initial directors of this Corporation and their street addresses are:

Barry S. Reiter	Jocelyn N. Ullah
One Banksville Road	135B Jerome Street
Armonk, N.Y. 10504	Roselle Park, N.J. 07204

The persons named as initial directors shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

#### ARTICLE VIII - INCORPORATOR

The names and street addresses of the persons signing these Articles of Incorporation as the Incorporators are:

Barry S. Reiter	Jocelyn N. Ullah
One Banksville Road	135B Jerome Street
Armonk, N.Y. 10504	Roselle Park, N.J. 07204

#### ARTICLE IX - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

#### ARTICLE X - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XI - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE XII - RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following person and in the amounts set opposite his/her name:

Barry S. Reiter                                      100 Shares

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

ARTICLE XIII - CUMULATIVE VOTING

At each election for directors every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principal among any number of such candidates.

ARTICLE XIV - CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by demand of 51% of all outstanding shares.

ARTICLE XV - SHAREHOLDERS MEETING REQUIRED

Any action of the shareholders of this corporation must be taken at a meeting of shareholders of this corporation, duly called as provided by law.

ARTICLE XVI - DIRECTOR QUORUM AND VOTING

Two (2) of the directors shall constitute a quorum for a meeting of directors.

If a quorum is present, the affirmative vote of two (2) of the directors present, or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of all of the directors present and voting, shall be the act of the Board of Directors.

ARTICLE XVII - MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meetings of the board of directors by means of conference telephone as provided by law, but [regular] meetings of the Board of Directors must be attended in fact in person by each director.

ARTICLE XVIII - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XIX - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled

to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporators, have executed the foregoing Articles of Incorporation this 31st day of March, 1995.

*BARRY S. REITER*  
BARRY S. REITER

*JOCELYN N. ULLAH*  
JOCELYN N. ULLAH

STATE OF NEW YORK  
COUNTY OF \_\_\_\_\_

BEFORE ME, a Notary Public, personally appeared BARRY S. REITER and JOCELYN N. ULLAH, who are personally known to me or who have produced identification, executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to these Articles of Incorporation this 31st day of March, 1995.

NANCY ABLE  
Notary Public, State of New York  
No. 31-4993336  
Qualified in New York County  
Commission Expires . . . 3/16/96.

*Nancy Able*  
NOTARY PUBLIC, STATE OF  
NEW YORK

NANCY ABLE  
PRINTED NAME

MY COMMISSION EXPIRES:

CERTIFICATE OF ACCEPTANCE

INITIAL REGISTERED OFFICE AND AGENT OF CORPORATION

In pursuance to §607.034 and §607.164, Florida Statutes, and consistent with Article V of the Articles of Incorporation of Faculty Practice Services (FLA.) Inc., entitled "Initial Registered Office and Agent", the following is submitted.

Having been named as the initial registered agent of Faculty Practice Services (FLA.) Inc., at the initial registered office designated in the Articles of Incorporation, to wit: Stephen L. Roof, I hereby accept the designation to act in this capacity and agree to comply with the provisions of the Florida General Corporation Act, relative to continuously maintaining an office in this state and all other statutory responsibilities.

Stephen L. Roof  
STEPHEN L. ROOF

STATE OF FLORIDA )  
                          ) :ss  
COUNTY OF DADE )

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared STEPHEN L. ROOF, known to me and known by me to be the person who executed the foregoing Acceptance and he acknowledged before me that he executed the Acceptance as set forth hereinabove.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, this 4th day of April, 1995.

Gail M. Munz  
NOTARY PUBLIC, State of  
Florida at Large  
**GAIL M. MUNZ**  
My Commission Expires:

OFFICIAL NOTARY SEAL  
GAIL M. MUNZ  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC21657  
MY COMMISSION EXP. JULY 14, 1996