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To: Division of Corporations  
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FLORIDA PROFIT CORPORATION OR P.A.

THERAPARTNERS OF SOUTH FLORIDA, INC.

Certificate of Status	0
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**ARTICLES OF INCORPORATION**  
**THERAPARTNERS OF SOUTH FLORIDA, INC.**

The undersigned incorporator, for the purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE ONE:**

The name of this corporation is: **THERAPARTNERS OF SOUTH FLORIDA, INC.**

**ARTICLE TWO:**

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act of the State of Florida.

**ARTICLE THREE:**

The aggregate number of shares which this corporation shall have authority to issue is ONE HUNDRED (100) shares of common stock, ONE (\$1.00) DOLLAR par value, shall be designated as "Common Shares".

**ARTICLE FOUR:**

Shareholders of this corporation shall have full preemptive rights to acquire unissued or treasury shares of the corporation.

**ARTICLE FIVE:**

The street address of the initial principal office of this corporation is:

2885 SW 3<sup>RD</sup> AVENUE  
MIAMI, FLORIDA 33129

and the name and address of the Registered Agent of this corporation is:

DR. FERNANDO MENDEZ-VILLAMIL  
2885 SW 3<sup>RD</sup> AVENUE  
MIAMI, FLORIDA 33129

**ARTICLE SIX:**

This corporation shall have one (1) director to constitute its initial Board of Directors. The number of directors of the corporation may subsequently be increased or decreased from time to time according to the By-Laws of the corporation, but shall never be less than one (1). The name and address of the initial director of this corporation is:

DR. FERNANDO MENDEZ-VILLAMIL  
2885 SW 3<sup>RD</sup> AVENUE  
MIAMI, FLORIDA 33129

This document prepared by Rita Salcines (305) 443-1872  
2827 SW 18 Street, Miami, Florida 33145

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**ARTICLE SEVEN:**

The name and address is of the Incorporator of this corporation, who is the person signing these Articles is:

**DR. FERNANDO MENDEZ-VILLAMIL  
2885 SW 3<sup>RD</sup> AVENUE  
MIAMI, FLORIDA 33129**

**ARTICLE EIGHT:**

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

NOW THEREFORE, the undersigned Incorporator has executed these Articles of Incorporation this 6<sup>TH</sup> day of July, 2000.

  
**DR. FERNANDO MENDEZ-VILLAMIL, PRESIDENT**

STATE OF FLORIDA)

COUNTY OF DADE )

BEFORE ME, the undersigned authority, duly authorized to take acknowledgments and administer oaths, personally appeared **DR. FERNANDO MENDEZ-VILLAMIL**, to me well known to be the person described as the Incorporator in and who, in my presence, executed the foregoing Articles of Incorporation, and who acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the State and County above this 6<sup>th</sup> day of July, 2000.

  
**Notary Public - State of Florida**

My Commission Expires:



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**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is: **THERAPARTNERS OF SOUTH FLORIDA, INC.**

2. The name and address of the registered agent and office is:

**DR. FERNANDO MENDEZ-VILLAMIL**  
**2885 SW 3<sup>RD</sup> AVENUE**  
**MIAMI, FLORIDA 33129**

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**BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THESE ARTICLES, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISION OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.**

Signature: \_\_\_\_\_

**DR. FERNANDO MENDEZ-VILLAMIL**

Date: \_\_\_\_\_

**July 6<sup>TH</sup>, 2000**

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