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Division of Corporations

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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

FLORIDA PROFIT CORPORATION OR P.A.

carla c. rabassa, m.d., p.a.

Certificate of Status	0
Certified Copy	1
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ARTICLES OF INCORPORATION
OF

CARLA C. RABASSA, M.D., P.A.

The undersigned incorporator(s), for the purpose of forming a Professional Service Corporation under Chapter 621 of the Florida Statutes, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: CARLA C. RABASSA, M.D., P.A.

ARTICLE II DURATION

This corporation should have perpetual existence.

ARTICLE III PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 1171 S.W. 85 AVENUE, MIAMI, FLORIDA 33144

ARTICLE IV PURPOSE

The purpose of this corporation shall be: MEDICAL PRACTICE

ARTICLE V CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 100 shares common stock having an individual par value of \$ 1.00

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ARTICLE VI INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is: PETER E. ABRAHAM, 19 W. FLAGLER STREET, SUITE 717, MIAMI, FL 33130

ARTICLE VII BOARD OF DIRECTOR(S)

The name and address of the initial board of directors shall be:

PRES/VP

CARLA C. RABASSA

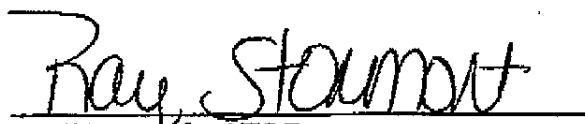
**1171 S.W. 85 AVENUE
MIAMI, FLORIDA 33144**

ARTICLE VIII INCORPORATOR(S)

The name and address of the incorporator(s) to these Articles of Incorporation shall be:

**EMPIRE CORPORATE KIT OF AMERICA, INC.
2444 NW 7th PLACE
MIAMI, FL 33127**

The undersigned has (have) executed these Articles of Incorporation this 09TH day of SEPTEMBER, 2002


INCORPORATOR
Ray Stormont Signing for
Empire Corporate Kit of America, Inc.

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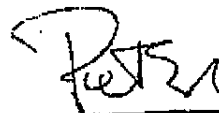
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

CARLA C. RABASSA, M.D., P.A.
(Name of Corporation)

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS 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.



REGISTERED AGENT
PETER E. ABRAHAM

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