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P02000109026
October 4, 2002

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

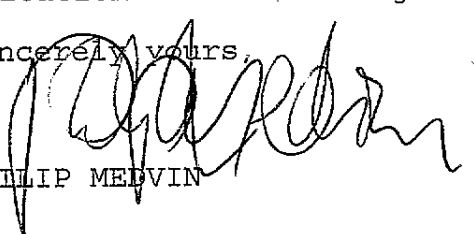
RE: PMN Medical Centers, Inc.

200008260482--6
-10/08/02--01023--004
*****78.75 *****78.75

Dear Sirs:

Enclosed please find my trust account check payable to Dept. of State in the amount of \$78.75 being incorporation fee for the referenced corporation. Also enclosed is the Certificate of Corporation, the Designation of Registered Agent and Acceptance of Designation for filing. When all items have been filed in the records of your office, kindly send me notification of same along with the corporation identification number for subject corporation.

Sincerely yours,


PHILIP MEDVIN

PM:gh
Encls. (as indicated)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2002 OCT - 8 PM 2:03

FILED

10-09-02

CERTIFICATE OF INCORPORATION
OF
P M N MEDICAL CENTERS, INC.

THE UNDERSIGNED do hereby associate themselves and their successors and assigns together for the purpose of becoming incorporated under the laws of the State of Florida, and forming a corporation with the following proposed Charter.

ARTICLE ONE

The name of this Corporation shall be :

P M N MEDICAL CENTERS, INC.

having its principal place of business at: 13351 S.W. 131st Street,
Miami, FL 33186.

ARTICLE TWO

The general nature of this corporation is such that it shall engage in activities of the following nature in the State of Florida and all other states of the United States of America, including Hawaii, Puerto Rico and Alaska, as their respective laws may permit, as follows:

a.) To organize, own, and operate medical facilities for the purpose of providing health, medical, diagnostic, laboratory,, counseling and medical supply services and all services ancilliary thereto, to HMO's and their memberships, co-operative healthcare organizations and their memberships, individual persons, patients, and the general public at large, within the purvue of the health care statutes and regulations of the State of Florida.

e.) To do and pursue any and all other activities permitted to be done by a corporation organized for profit in the State of

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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Florida, and in all other jurisdictions in which this corporation shall be admitted and licensed to do business, in accordance with and subject to the respective laws of said jurisdictions.

ARTICLE THREE

The capital of this corporation shall consist of 100 shares of no par value common stock, which stock shall be non-assessable and the whole or any part of said capital stock may be paid for in cash or may be issued by the Board of Directors for property, labor or services at a valuation to be fixed by the Board of Directors at a meeting to be called for such purpose.

ARTICLE FOUR

The corporation will begin business with capital of not less than ONE THOUSAND (\$1,000.00) Dollars.

ARTICLE FIVE

This corporation shall have perpetual existence, except that the same may be dissolved, as provided by law.

ARTICLE SIX

The principal place for the transaction of the business shall be at: 13351 S.W. 131st Street, Miami, FL 33186.

ARTICLE SEVEN

The corporation shall initially have a Board of Directors of one (1) director(s), which can be increased to not more than eight (8) Directors. The number of Directors for each year may be determined by the stockholders at their annual meeting, or may be fixed by the by-laws.

ARTICLE EIGHT

The officers by whom the business of said corporation shall be conducted shall be a President, who shall be a Director, one or more Vice Presidents, a Secretary and Treasurer, and Assistant Secretaries and Assistant Treasurers, and such other officers, agents, and factors as may be chosen in such manner, hold their offices for such terms and have powers and duties as may be prescribed by the by-laws or determined by the Board of Directors. All such offices may be held by a single person, should the Board of Directors so direct at any meeting and election.

The names and post office addresses of the officers and first Board of Directors, who shall conduct the business of the corporation until their successors elected at the first meeting shall be qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE</u>
Victor Behar	551 NW 107th Ave. Villa 201 West Lake Village Miami, FL 33172	President/Secretary/ Treasurer, Chief Executive Officer, Director

ARTICLE NINE

The names and post office addresses of each subscriber to these Articles of Incorporation with the amount of stock agreed to be taken by each, is as follows:

<u>NAME</u>	<u>ADDRESSES</u>	<u>NO. OF SHARES</u>	<u>VALUE</u>
Victor Behar	551 NW 107th Avenue Villa 201 West Lake Village, Miami, FL 33172	100	\$ 1,000.00
	Initial Capital and Total Value		\$1,000.00

ARTICLE TEN

The Directors and Officers shall be elected by the stockholders at their annual meeting, which will be held at the principal office of the corporation, or at such other place as may be provided by the by-laws or may otherwise be agreed upon; and the annual Directors' meeting shall be held immediately after the adjournment of the annual stockholders' meeting.

ARTICLE ELEVEN


There shall be no limitation of indebtedness or liability to which said corporation can at any time subject itself.

IN WITNESS WHEREOF, we have hereunto subscribed our names and affixed our seals at Coral Gables, Miami-Dade County, State of Florida, this 2 day of October 2002.

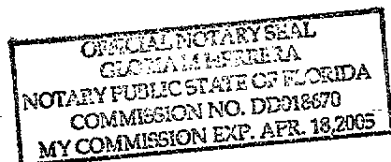

VICTOR BEHAR, President/Secretary
Treasurer/Director

STATE OF FLORIDA)
MIAMI-DADE COUNTY)

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgements under the laws of the State of Florida, VICTOR BEHAR, to me well known to be the person described in and who executed the foregoing Certificate of Incorporation, and he acknowledged before me, that he executed the same freely and voluntarily for the purposes therein expressed.


NOTARY PUBLIC, State of Florida

My Commission Expires



DESIGNATION OF REGISTERED AGENT
OF
P M N MEDICAL CENTERS, INC.

1. The main office and principal place of business of this corporation is:

13351 S.W. 131st Street
Miami, FL 33186

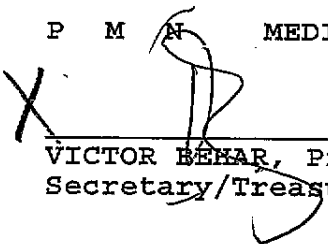
2. The registered office of this corporation is:

2801 Ponce de Leon Boulevard
Suite 370
Coral Gables, FL 33134

3. The Registered Agent of this corporation upon whom service of process may be had is:

PHILIP MEDVIN, ESQ.
2801 Ponce de Leon Boulevard
Suite 370
Coral Gables, FL 33134

P M N MEDICAL CENTERS, INC.

X 

VICTOR BEHAR, President/Director
Secretary/Treasurer

