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LAW OFFICES
SETH STOPEK, P.A.
FIRST UNION FINANCIAL CENTER
200 SOUTH BISCAYNE BOULEVARD • SUITE 2350
MIAMI, FLORIDA 33131
(305) 377-1001 • FAX (305) 370-2328

FILED
96 JUN 14 PM 12:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

June 12, 1996

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

100001852491
-06/14/96--01073--010
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Re: Aida Gonzalez, M.D., P.A.
Our File No. 8004

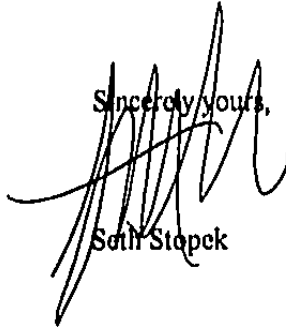
EFFECTIVE DATE
6-12-96

Gentlemen:

Enclosed herewith you will find three executed originals of Articles of Incorporation to the above together with the filing fee of \$122.50.

Please return your certificate.

Sincerely yours,



Seth Stopek

SS:cb
Enclosures

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D. BROWN JUN 17 1996

EFFECTIVE DATE:
6-12-96

ARTICLES OF INCORPORATION
OF
AIDA GONZALEZ, M.D., P.A.

1996 JUN 14 11:27
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator, signs the following Articles of Incorporation for the purpose of forming a professional service corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:

AIDA GONZALEZ, M.D., P.A.

ARTICLE II

The existence of the corporation shall commence June 12, 1996 and shall be perpetual.

ARTICLE III

The general purposes for which the corporation is initially organized are:

To render the following specific professional service (as defined in Section 621.03 of the Professional Service Corporation Act) and none other, to wit: the personal services rendered by physicians and surgeons as provided by Chapter 458 of the Florida Statutes or any successor statute providing therefor.

And in connection therewith and in furtherance thereof, to possess and exercise all the powers and privileges granted by the Florida General Corporation Act or by any other law of Florida or by these Articles of Incorporation together with any powers incidental thereto, so far as such powers and privileges are consistent with, and not prohibited by, the Professional Service Corporation Act.

ARTICLE IV

The maximum number of shares which the Corporation shall have authority to issue shall be 1,000 shares of common stock, having a par value of \$1.00 per share.

ARTICLE V

The initial registered agent and street address of the initial registered office of the corporation shall be:

Professional Registered Agent Corporation
c/o Seth Stopek, P.A.
First Union Financial Center
200 South Biscayne Boulevard, Suite 2350
Miami, Florida 33131

ARTICLE VI

This corporation shall have one director initially. The name and address of the initial director of the corporation, who shall hold office until her successor is elected and qualified or until her earlier resignation or removal from office is:

Aida Gonzalez, M.D.
500 Marquessa Drive
Coral Gables, Florida 33156

The number of directors may be increased or decreased from time to time pursuant to the bylaws of the corporation, but shall not be less than one.

ARTICLE VII

The name and address of the incorporator of the corporation is:

Professional Registered Agent Corporation
c/o Seth Stopek, P.A.
First Union Financial Center
200 South Biscayne Boulevard, Suite 2350
Miami, Florida 33131

ARTICLE VIII

The mailing address of the corporation shall be:

500 Marquess Drive
Coral Gables, Florida 33156

Executed at Miami, Florida this 12th day of June, 1996.

PROFESSIONAL REGISTERED AGENT
CORPORATION

By: *[Signature]*
SETH STOPEK, President

STATE OF FLORIDA)
) ss.
COUNTY OF DADE)

SWORN TO AND SUBSCRIBED before me this 12th day of June, 1996, by Seth Stopek, President of Professional Registered Agent Corp., a Florida corporation, on behalf of the corporation, and who:

- is personally known to me;
- produced a current driver's license as identification; or
- produced _____ as identification.

Elizabeth Bernardo
Signature of Notary

Elizabeth Bernardo
Printed Name of Notary

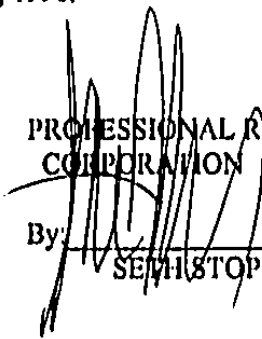


ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of Aida Gonzalez, M.D., P.A., the undersigned accepts such appointment, agrees to act in such capacity.

Dated this 12th day of June, 1996.

PROFESSIONAL REGISTERED AGENT
CORPORATION

By:  _____
SETH STOPEK, President

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LAW OFFICES

SETH STOPEK, P.A.

FIRST UNION FINANCIAL CENTER
200 SOUTH BISCAYNE BOULEVARD • SUITE 2350
MIAMI, FLORIDA 33131

(305) 377-1001 • FAX (305) 379-2328

June 20, 1996

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-06/25/96--01142--013
*****35.00 *****35.00

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Aida Gonzalez, M.D., P.A.
Our File No. 8004

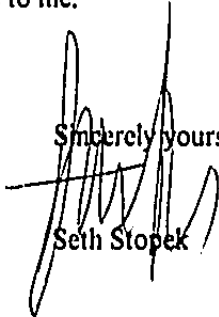
Gentlemen:

Enclosed herewith for filing are Articles of Amendment to the Articles of Incorporation of the above corporation enacted by its sole incorporator before the issuance of shares and the election of directors. My check for the filing fee of \$35.00 also enclosed.

Please forward the file certificate to me.

Thank you.

Sincerely yours,



Seth Stopek

SS:eb
Enclosure

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUN 24 PM 2:50

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JUN 20 1996

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
AIDA GONZALEZ, M.D., P.A.

1. Article I of the Articles of Incorporation of AIDA GONZALEZ, M.D., P.A., a Florida professional corporation, is hereby amended and restated in its entirety to read as follows:

ARTICLE I: The name of this corporation shall be
ADA GONZALEZ, M.D., P.A.

2. The foregoing Amendment was adopted by the incorporator of this Corporation on June 19, 1996 before shares were issued and before the election of directors.

IN WITNESS WHEREOF, the undersigned incorporator of this Corporation have executed these Articles of Amendment this 20th day of June, 1996.

PROFESSIONAL REGISTERED AGENT CORP.
By: [Signature]
Incorporator - President

STATE OF FLORIDA)
) ss.
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 20th day of June, 1996, by SETH STOPEK, President of Professional Registered Agent Corp., a Florida corporation, as incorporator of Aida Gonzalez, M.D., P.A. He is personally known to me and did take an oath.

- who is personally known to me, or
- who has produced _____ as identification.

Elizabeth Bernardo
Signature of Notary

Elizabeth Bernardo
Printed Name of Notary

c:\stopek\80044\Art.Amend.

