



P97000059245

Randall O. Reder

Attorney At Law
1319 W. Fletcher Ave.
Tampa, Florida 33612-3310
(813) 960-1952
FAX (813) 265-0940

July 3, 1997

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

300002231759--9
-07/07/97--01147--012
*****70.00 *****70.00

RE: Albert Rodriguez, M.D., P.A.

Dear Sir or Madam:

Enclosed are the articles of incorporation for the formation of a new professional association, Albert Rodriguez, M.D., P.A. Also enclosed is a check for \$70 for the filing fee.

I am submitting an extra copy of the articles of incorporation. Please stamp it with the date of filing and return to me. Thank you for your attention to this matter. If you have any questions, please give me a call.

Sincerely,

Randall Reder
Randall O. Reder

JUL 8 11:35B

FILED
97 JUL -7 PM 12:04
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ALBERT RODRIGUEZ, M.D., P.A.

FILED

97 JUL -7 PM 12:04

The undersigned hereby makes, subscribes, acknowledges, and files with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a professional association for profit in accordance with the laws of the State of Florida.

ARTICLE I
Name

The name of this professional association shall be Albert Rodriguez, M.D., P.A.

ARTICLE II
Term of Existence and Fiscal Year

This professional association shall begin existence on the date of filing of these Articles of Incorporation with the Secretary of State of the State of Florida, and shall have perpetual existence thereafter. This professional association shall have a fiscal year beginning January 1 and ending December 31 of each year.

ARTICLE III
Nature of Business

The general nature of the business to be transacted by this professional association, and the objects and purposes thereof, shall be to provide medical services in the State of Florida.

ARTICLE IV
Powers

This professional association shall have all powers conferred by the laws of the State of Florida upon professional associations.

ARTICLE V
Capital Stock

This professional association is authorized to issue 100,000 shares of common voting stock. All or any part of said capital stock may be paid for in cash, in property, or in labor or services actually performed for the professional association. All stock shall be fully paid for when issued and shall be nonassessable.

ARTICLE VI
Shareholder's Rights

(a) Each share of stock in this professional association

shall entitle the holder thereof to one vote at any meeting of the professional association's shareholders.

(b) There shall be no cumulative voting of the stock entitled to vote in the election of directors of this corporation.

(c) No holder of any class of stock of this professional association shall have any preemptive or preferential right to subscribe to, purchase, or receive any shares of any class of stock of the professional association, whether now or hereafter authorized, or any notes, debentures, bonds, or other securities convertible into or carrying options or warrants to purchase shares of any class of stock of the professional association issued or sold or proposed to be issued or sold or with respect to which options or warrants shall be granted; but all such shares of stock of any class or notes, debentures, bonds, or other securities convertible into or carrying options or warrants to purchase shares of any class may be issued and disposed of or sold by the Board of Directors on such terms and for such considerations, as far as may be permitted by law, and to such person or persons who are qualified to be shareholders as the Board of Directors may determine.

ARTICLE VII

Initial Registered Office and Agent

The name and street address of the initial registered agent of this professional association shall be Albert Rodriguez, M.D., 14647 Village Glen Circle, Tampa, FL 33624.

ARTICLE VIII

Principal Place of Business

The principal place of business of the professional association shall be located at 14657, Village Glen Circle, Tampa, FL 33624, with such other place of business as may be determined and fixed by the Board of Directors from time to time.

ARTICLE IX

Directors

This professional association shall initially have one (1) director. The number of directors may be increased or decreased from time to time by the shareholders, provided that the professional association shall always have at least one director. The shareholders of the professional association may remove any director from office at any time with or without cause.

ARTICLE X

Officers

The names and post office addresses of the Officers of the professional association, who, subject to the provisions of the Bylaws and the laws of the state of Florida, shall hold office for

the first year of the professional association's existence, or until their successors are elected and qualified, are as follows:

Office	Name and Post Office Address
President	Albert Rodriguez
Secretary	14657 Village Glen Circle
Treasurer	Tampa, FL 33624

ARTICLE XI Initial Directors

The name and street address of the initial Director of this professional association, who, subject to the provisions of the Bylaws and laws of the State of Florida, shall hold office for the first year of the professional association's existence, or until his successor is elected and qualified is Albert Rodriguez, 14657 Village Glen Circle, Tampa, FL 33624.

ARTICLE XII Names and Post Office Addresses of Subscribers

The names and post office addresses of the subscribers to the capital stock of this professional association and the number of shares each agrees to take, are as follows:

Name and Post Office Address	No of Shares
Albert Rodriguez, M.D. 1319 W. Fletcher Ave. Tampa, FL 33624	100

ARTICLE XIII Transactions With Professional associations

No contract or other transaction between this professional association and any other corporation, and no other contract or transaction of this professional association, shall in any way be affected or invalidated by the fact that any director or officer of this professional association is pecuniarily or otherwise interested in, any other corporation, or is a director or officer of any other corporation. Any director or officer individually, or any firm of which any director or officer may be a member, may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of this professional association, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors. Any director or officer of this professional association who is also a director or officer of such other corporation or member of such firm, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this professional association which shall authorize any such contract or transaction, with like force and effect as if he were

not such officer or director of such other corporation or member of such firm, or not so interested.

ARTICLE XIV
Bylaws

(a) The power to adopt bylaws for this professional association, to alter, amend, or repeal said bylaws, and to adopt new bylaws shall be vested in the Board of Directors of this professional association.

(b) The bylaws of this professional association shall be for the government of the professional association and may contain any provisions or requirements for the management or conduct of the affairs and business of the professional association, provided the same are not inconsistent with the provisions of the State of Florida or of the United States.

ARTICLE XV
Amendment

These Articles of Incorporation may be amended at any time by a vote of the majority of the voting stock of the professional association outstanding, at any regular meeting of the stockholders or at any special meeting of the stockholders called for that purpose.

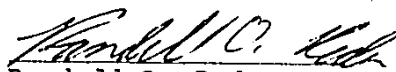
ARTICLE XVI
Incorporators

The name and post office address of the incorporator of this professional association is Randall O. Reder, 1319 W. Fletcher Ave., Tampa, FL 33612.

ARTICLE XIV
Indemnification

The professional association shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 2nd day of July, 1997.


Randall O. Reder

CERTIFICATE DESIGNATING PLACE OF
BUSINESS OR DOMICILE FOR SERVICE OF PROCESS
WITHIN FLORIDA, NAMING AGENT UPON WHOM SERVICE MAY BE MADE

In compliance with Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

That Albert Rodriguez, M.D., P.A., desiring to organize under the laws of the State of Florida, has named Albert Rodriguez, M.D., 14657 Village Glen Circle, Tampa, FL 33624 as its agent to accept service of process within the State of Florida.

DATED this 2d day of July, 1997.

BY: Randall O. Reder
Randall O. Reder

ACCEPTANCE

Having been named to accept service of process for the above-named professional association at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED this 2d day of July, 1997.

BY: Albert Rodriguez, M.D.
Albert Rodriguez, M.D.

FILED
97 JUL -7 PM 12:04
TAMPA FLORIDA