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ACCOUNT NO. : 072100000032
REFERENCE : 688545 10943A

AUTHORIZATION : *Patricia Puyet*
COST LIMIT : \$ 70.00

ORDER DATE : January 30, 1998
ORDER TIME : 11:57 AM
ORDER NO. : 688545-005
CUSTOMER NO: 10943A

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CUSTOMER: Mark S Feluren, Esq
WALDMAN & FELUREN, P.A.
Suite 1500
1 Financial Plaza
Fort Lauderdale, FL 33394

RECEIVED
98 JAN 30 PM 2:53
DIVISION OF CORPORATION
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 30 AM 9:13

DOMESTIC FILING

NAME: HIALEAH PEMBROKE MANAGEMENT ASSOCIATES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cassandra Bryant
EXAMINER'S INITIALS:

CP
2/2/98

EFFECTIVE DATE

01/29/98

ARTICLES OF INCORPORATION
OF

HIALEAH PEMBROKE MANAGEMENT ASSOCIATES, INC.

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The undersigned does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a business corporation pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The name of the corporation (hereinafter called the "Corporation") is Hialeah Pembroke Management Associates, Inc..

SECOND: The principal office of the Corporation shall be located at c/o Pembroke Physicians Associated, Inc. 6301 Pembroke Road, Hollywood, Florida 33023. The mailing address of the Corporation is c/o Pembroke Physicians Associated, Inc. 6301 Pembroke Road, Hollywood, Florida 33023.

THIRD: The aggregate number of shares which the Corporation shall have authority to issue is 1,000, all of which are of a par value of \$0.01 each and are of the same class and are to be common shares.

FOURTH: The number of directors constituting the initial Board of Directors of the Corporation is two which may be increased by the bylaws.

The names and addresses of the persons who are to serve as the members of the initial Board of Directors of the Corporation are as follows:

NAME AND ADDRESS

Wilfredo S. Alvarez, M.D.
c/o Alvarez Medical Center, Inc.
3070 West 12th Avenue
Hialeah, Florida 33012

Armando E. Roca, M.D.
c/o Pembroke Physicians Associated, Inc.
6301 Pembroke Road
Hollywood, Florida 33023

FIFTH: The address of the initial registered agent of the Corporation in the State of Florida is One Financial Plaza, Suite 1500, Fort Lauderdale, Florida 33394 and the name of the initial registered agent of the Corporation at such address is Mark S. Feluren.

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SIXTH: The name and address of the incorporator is:

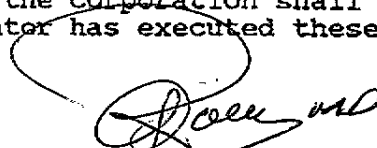
NAME AND ADDRESS

Armando E. Roca, M.D.
c/o Pembroke Physicians Associated, Inc.
6301 Pembroke Road
Hollywood, Florida 33023

SEVENTH: The Corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be in a capacity entitling such person to be indemnified, and shall inure to the benefit of the heirs, executors and administrators of such a person.

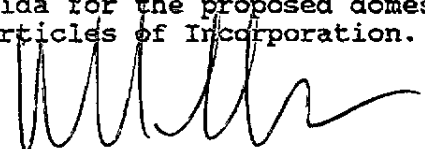
EIGHTH: The existence of the corporation shall begin on the date the undersigned incorporator has executed these Articles of Incorporation.

Signed on January 29, 1998


* Armando E. Roca, Incorporator

Acceptance of Appointment by Registered Agent

Pursuant to the provisions of the Florida Business Corporation Act, the undersigned does hereby accept its appointment as registered agent on which process may be served within the State of Florida for the proposed domestic corporation named in the foregoing Articles of Incorporation.


Mark S. Feluren