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NAME: SALAZAR, SANTIAGO, VILLEGAS & WILTZ, P.A.

AUDIT NUMBER.....H98000006270

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ARTICLES OF INCORPORATION
OF
SALAZAR, SANTIAGO, VILLEGAS & WILTZ, P.A.

The undersigned, acting as incorporator of SALAZAR, SANTIAGO, VILLEGAS & WILTZ, P.A., under the Florida Professional Service Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I

NAME

The name of this corporation is: SALAZAR, SANTIAGO, VILLEGAS & WILTZ, P.A.

ARTICLE II

DURATION

The duration of this corporation will be perpetual.

ARTICLE III

PURPOSE

The purpose for which this corporation is organized is to engage in the business of rendering professional medical services.

ARTICLE IV

PRINCIPAL OFFICE

The principal office of this corporation shall be:

8396 S.W. 8th Street
Miami, Florida 33144

ARTICLE V

AUTHORIZED SHARES

The maximum number of shares that this corporation is authorized to issue is Ten Thousand (10,000) shares of Common Stock at \$.01 par value per share.

Prepared by:
James P. Moskosky, Esq.
Florida Bar No. 727008
2601 So. Bayshore Drive, 19th Fl.
Miami, Florida 33133
(305) 854-5900

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ARTICLE VI

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation is 2601 South Bayshore Drive, 19th Fl., Miami, Florida 33133, and the name of this corporation's initial registered agent at that address is COBER Corporate Agents, Inc.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This corporation shall initially have four (4) directors. The number of directors may be increased or decreased from time to time, as provided in the Bylaws. The names and addresses of the directors are:

<u>Name</u>	<u>Address</u>
Dr. Juan Salazar	8396 S.W. 8th Street Miami, Florida 33144
Dr. Carlos Santiago	8396 S.W. 8th Street Miami, Florida 33144
Dr. Sergio Villegas	8396 S.W. 8th Street Miami, Florida 33144
Dr. Othon Wiltz	8396 S.W. 8th Street Miami, Florida 33144

ARTICLE VIII

INCORPORATOR

The name and street address of the Incorporator is:

<u>Name</u>	<u>Address</u>
James P. Moskosky	c/o Cohen, Berke, Bernstein, Brodie & Kondell, P.A. 2601 So. Bayshore Dr., 19th Fl. Miami, Fl. 33133

ARTICLE IX

INDEMNIFICATION

To the extent permitted by law, this corporation shall indemnify any person who was or is a party to any proceeding by reason of the fact that he/she is or was a director, officer,

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employee or agent of this corporation or is or was serving at the request of this corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against liability incurred in connection with such proceeding, including any appeal thereof, if he/she acted in good faith and in a manner he/she reasonably believed to be in, or not opposed to, the best interests of this corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. This corporation shall reimburse each person for all costs and expenses, including attorneys' fees, reasonably incurred by him/her in connection with any such liability in the manner provided for by law or in accordance with this corporation's Bylaws.

The rights accruing to any person under the foregoing provision shall not exclude any other right to which he/she may be rightfully entitled, nor shall anything therein contain or restrict the right of this corporation to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 1st day of April, 1998.



James P. Moskosky, Incorporator

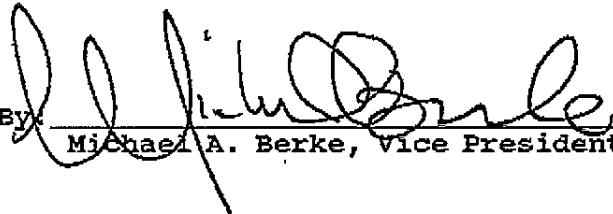
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ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Having been designated as registered agent for SALAZAR, SANTIAGO, VILLEGAS & WILTZ, P.A. in the foregoing Articles of Incorporation, I, on behalf of COBER Corporate Agents, Inc., a Florida corporation, hereby agree to accept service of process for said corporation and to comply with all statutes relative to the complete and proper performance of the duties of a registered agent. I am familiar with and accept the obligations of that position.

COBER CORPORATE AGENTS, INC.

By: 
Michael A. Berke, Vice President

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