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ACCOUNT NO. : 072100000032

REFERENCE : 777270 4306972

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : April 10, 1998

ORDER TIME : 10:32 AM

ORDER NO. : 777270-005

CUSTOMER NO: 4306972

CUSTOMER: Debra Newman, Secretary
GELB & SPATZ

3400 S.w. 3rd Avenue

Miami, FL 33145

DOMESTIC FILING

NAME: SHEA & DIAZ, MD'S P.A.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrew Cumper

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 10 PM 12:15

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-04/10/98--01056--003
****122.50 ****122.50

RECEIVED
98 APR 10 AM 11:23
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

OF

SHEA & DIAZ, MD's P.A.

The undersigned subscriber to these Articles of Incorporation, being duly licensed to practice medicine under the laws of the State of Florida, adopts these Articles to form a corporation under the Professional Service Corporation and Limited Liability Company Act, F.S. Chapter 621, and other laws of the state of Florida.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 10 PM 12:16

ARTICLE I

The name of the professional service corporation is **SHEA & DIAZ, MD's P.A.**

ARTICLE II

The principal office and mailing address of this corporation is 333 Arthur Godfrey Road, Suite 822, Miami Beach, Florida 33140.

ARTICLE III

The professional service corporation is formed to engage in every phase and aspect of the practice of medicine. In addition, the corporation may invest the funds of the professional service corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and own real and personal property necessary for the rendering of professional services.

ARTICLE IV

The professional service corporation shall have perpetual existence starting on the date of these Articles of incorporation are filed with the Florida Department of State.

ARTICLE V

The capital stock of the professional service corporation shall be 100 shares of common stock having a par value of \$100.00 per share. None of the shares of the professional service corporation may be issued to anyone other than an individual duly licensed to practice medicine in the State of Florida.

ARTICLE VI

The address of the initial registered office of this professional service corporation is 333 Arthur Godfrey Road, Suite 822, Miami Beach, Florida 33140. The name of the initial registered agent at that address is Sean Shea, M.D.

ARTICLE VII

The business of the corporation shall be managed by its board of directors. The initial board of directors shall consist of 2 member. The name and address of the member of the first board of directors are:

NAME:

Sean Shea, MD

ADDRESS:

333 Arthur Godfry Road
Suite 822
Miami Beach, Fl. 33140

George Diaz, MD

333 Arthur Godfry Road
Suite 822
Miami Beach, Fl. 33140

ARTICLE VIII

The name and address of the person signing the articles of incorporation is:

NAME:

Sean Shea, MD

ADDRESS:

333 Arthur Godfry Road
Suite 822
Miami Beach, Fl. 33140

ARTICLE IX

The corporation reserves the right to amend or repeal any provisions in these articles of incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber executed these articles of incorporation on this 9 day of April, 1998.

Sean Shea

Sean Shea, MD

STATE OF FLORIDA)

)SS

COUNTY OF DADE)

The foregoing articles of incorporation were acknowledged before me on this 9 day of April, 1998 by Sean Shea M.D.

Debra Jean Newman
NOTARY PUBLIC STATE OF FLORIDA

My commission expires:

Debra Jean Newman
Print, Type, or Stamp
Commissioned
Name of Notary Public



Personally known _____ or produced identification
Type of Identification produced

SEAN SHEA, M.D. P.A.

Debra Ann Newme
NOTARY PUBLIC, STATE OF FLORIDA

DEBRA JEAN NEWMAN
MY COMMISSION # CG 678959
EXPIRES: September 9, 2001
Bonded Thru Notary Public Underwriters

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 10 PM 12:18