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FLORIDA NON-PROFIT CORPORATION

the endocrinology club of miami-dade, inc.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 4, 1999

EMPIRE

SUBJECT: THE ENDOCRINOLOGY CLUB OF MIAMI-DADE, INC.
REF: W99000005330

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

PLEASE NOTE YOU DIDN'T LIST IN AN ARTICLE WHO THE INCORPORATOR IS ALONG WITH THEIR ADDRESS.

If you have any further questions concerning your document, please call (850) 487-6928.

Michelle Milligan
Document Specialist

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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(a)

ARTICLES OF INCORPORATION

OF

THE ENDOCRINOLOGY CLUB OF MIAMI-DADE, INC.

(A Corporation Not for Profit)

The following Articles of Incorporation were duly adopted pursuant to the authority and provisions of Chapter 617 of the Florida Statutes.

BE IT RESOLVED that the Articles of Incorporation of The Endocrinology Club of Miami-Dade, Inc., a Florida not for profit corporation, shall read as follows:

ARTICLE I

NAME

The name of this Corporation is:

The Endocrinology Club of Miami-Dade, Inc.

ARTICLE II

OFFICE AND REGISTERED AGENT

The Corporation shall have and continuously maintain in Miami-Dade County, Florida its principal place of business and a registered agent thereat upon whom process can be served. The address of the principal and registered office is 1110 Brickell Avenue, Suite 402, Miami, Florida 33131, and the name of the registered agent in charge thereof is Mariano J. Garcia, M.D. The

Howard E. Kurzweil, Esq.

2151 LeJeune Rd. Mezzanine

Coral Gables, FL 33134

(305) 442-7085 / FBND. 2844116

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Registered Office and registered agent may be changed as otherwise permitted by the Secretary of State.

ARTICLE III

PURPOSES OF CORPORATION

3.1 PURPOSES.

The purposes of the Corporation shall be:

3.1-1. To operate exclusively for charitable, scientific, and/or educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended, its regulations, or the corresponding provision of any applicable future United States Internal Revenue Law or regulations.

3.1-2. To do and perform any and all acts or services that may be incidental or necessary to carry out the above purposes.

3.1-3. To engage in any lawful act or activity for which a not for profit corporation may be organized under the laws of Florida, subject to the limitations set forth in Section 3.2 of this Article III.

3.2 LIMITATIONS.

The Corporation is organized not for profit and no part of the income of said Corporation shall ever be distributed to any Director or Officer or any private individual; provided, however, reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes. No substantial part of the activities of the Corporation shall be the

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dissemination of propaganda, lobbying, or other attempts to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign in behalf of any candidate for public office.

Notwithstanding any other provisions of the Articles of Incorporation, the Corporation shall not conduct or carry on activities not permitted to be conducted or carried on (i) by an organization exempt under Section 501 (c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, (ii) by an organization contributions to which are deductible under Section 170 (c) (2) of such Code and Regulations as they now exist or as may be hereafter amended, or (iii) by a not for profit corporation under the laws of the State of Florida as they now exist or may be hereafter amended.

ARTICLE IV

POWERS

The Corporation shall possess and exercise all the powers and privileges granted by Chapters 607 and 617 of the Florida Statutes, or by any other law of Florida together with all powers necessary or convenient to the conduct, promotion or attainment of the activities or purposes of the Corporation, limited only by the restrictions set forth in these Articles of Incorporation; provided, however, that the Corporation shall not engage in

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activities that are not in furtherance of its charitable purposes other than as an insubstantial part of its activities.

ARTICLE V

TERM OF EXISTENCE

The term for which the Corporation is to exist shall be perpetual.

ARTICLE VI

MEMBERSHIP

The Corporation shall be organized as a nonstock, non-membership corporation, and accordingly, it shall have no members.

ARTICLE VII

DIRECTORS

7.1 NUMBER.

The affairs of the Corporation are to be managed by a Board of Directors consisting of at least three (3) Directors, as shall from time to time be fixed by, or in the manner provided in, the Bylaws, but in no event shall that number of Directors be less than the number as required by Florida Statutes.

The method of election of Directors shall be as stated in the By-laws.

7.2 POWERS.

The Board of Directors shall act for the Corporation and shall have the power to decide all matters relating to the conduct of business for this Corporation.

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7.3 ELECTION AND TERM OF OFFICE.

The Directors of the Corporation shall be elected by the Board of Directors at its Annual Meeting for a term as provided in the By-laws. The term of each class of Directors shall be as provided in the By-laws.

ARTICLE VIII

OFFICERS

8.1 NUMBER.

There shall be four (4) Officers of the Corporation. They are: Chairman, Vice Chairman, Secretary, and Treasurer. An individual may hold more than one office.

8.2 ELECTION AND TERM OF OFFICE.

Officers shall be elected for a term as provided in the By-laws.

8.3 ADDITIONAL OFFICERS.

The Corporation may, at the discretion of the Board of Directors, provide for different categories of Officers, and may have additional Officers including, without limitation, one or more Vice Chairmen, Assistant Secretaries and/or Assistant Treasurers.

8.4 POWERS AND DUTIES.

The powers and duties of the Officers of the Corporation shall be those usually pertaining to their respective offices, or as may be specifically directed in the By-laws of this Corporation.

8.5 INCORPORATORS

The name of the person signing these Articles of Incorporation as incorporator :

Mariano J. Garcia, M.D.
1110 Brickell Avenue #402
Miami, Florida 33131

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ARTICLE IX

BYLAWS

The power to make, alter, amend, repeal or adopt the By-laws of this Corporation shall be vested in the Board of Directors.

ARTICLE X

AMENDMENT OF ARTICLES OF INCORPORATION

The power to make, alter, amend, or repeal these Articles of Incorporation shall be vested in the Board of Directors.

ARTICLE XI

Dissolution

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all other assets of the Corporation exclusively for the purpose of the Corporation to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended (or the corresponding provision of any future United States Internal Revenue law), as the Board of Directors shall determine to be best calculated to carry out the objects and purposes for which the Corporation is formed. Any such assets not so disposed of shall be disposed of by the appropriate Court of the jurisdiction in which the principal office of the Corporation is then located,

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exclusively for such purposes or to such organizations as said Court shall determine which are organized and operated for such purpose.

ARTICLE XII

FILING

The Chairman of the Corporation shall cause these Articles of Incorporation to be filed in the Office of the Secretary of State of Florida.

IN WITNESS WHEREOF, the undersigned in the name of this corporation has signed these Articles of Incorporation, as of the 4 day of March, 1997.


Mariano J. Garcia, M.D., Chairman

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 4 day of March, 1997, by Mariano J. Garcia, M.D., as Chairman of The Endocrinology Club of Miami-Dade, Inc, who personally appeared before me at the time of notarization, and who produced is personally known to me ~~an identification~~ and who did take an oath.

NOTARY PUBLIC:

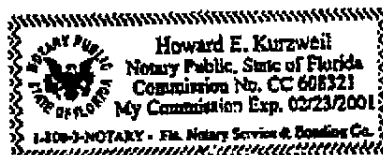
Sign Howard E. Kurzweil

Print _____

State of Florida at Large
(Seal)

My Commission Expires:

My Commission No.

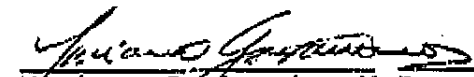


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ACCEPTANCE

I hereby agree to act as Registered Agent for The Endocrinology Club of Miami-Dade, Inc., as stated in the foregoing Articles of Incorporation of said Corporation.


Mariano J. Garcia, M.D.,
Registered Agent

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 4 day of March, 1999, by Mariano J. Garcia, M.D., as Registered Agent, who personally appeared before me at the time of notarization, and who ~~produced~~ is personally known to me as ~~identification~~ and who did take an oath.

NOTARY PUBLIC:

Sign

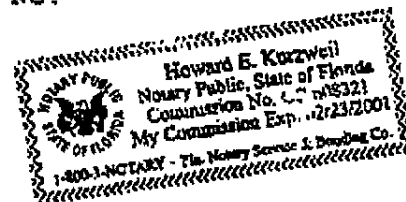


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