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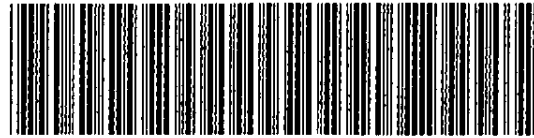
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

08 JUN 16 PM 12:09

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AND
FILED

COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: PHYSICIANS ACADEMIC GROUP, INC.

Enclosed is an original and two(2) copies of the Articles of Incorporation and a check for :

\$87.50

Filing Fee, Certificate of Status & Certified Copy

FROM:

Jose A. Hernandez, MD
7901 Erwin Road
Coral Gables, Florida 33143

Daytime Telephone number: 305 860 5184 or 305 662 9877

**ARTICLES OF INCORPORATION OF
PHYSICIANS ACADEMIC GROUP, INC.**

The undersigned, for the purpose of forming a nonprofit corporation under Florida Statutes Chapter 617, does hereby make and adopt the following Articles of Incorporation:

**ARTICLE 1
NAME**

The name of the Corporation is: Physicians Academic Group, Inc. The principal office and mailing address of the corporation is: 7901 Erwin Road, Coral Gables, Florida 33143.

**ARTICLE 2
NOT FOR PROFIT**

(A) The Corporation is a non-profit corporation under the laws of the State of Florida. The Corporation is not formed for pecuniary profit. The Corporation is organized exclusively for religious, charitable, scientific, literary or educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future United States Internal Revenue law.

(B) Upon the winding up and dissolution of the Corporation, after paying or adequately providing for the debts and obligations of the Corporation, the remaining assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE 3
DURATION**

The duration (term) of the Corporation is perpetual.

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TALLAHASSEE, FLORIDA

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ARTICLE 4 PURPOSES

The Corporation is exclusively organized, and shall be operated exclusively for the following charitable purposes:

- A. Provide a forum for physicians at Mercy Hospital to receive education on topics in academia which are not related to the medical field.;
- B. To do such things as are incidental to the purposes of the Corporation or necessary or desirable to accomplish them; and
- C. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE 5 LIMITATION

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any of its members, trustees, officers or other private persons, except that the Corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the exempt purposes.

**ARTICLE 6
MEMBERS**

The Corporation shall have Voting Members who shall be elected (and may be removed) by the Voting Members and shall have all the rights and privileges of members of the Corporation. The name and address of the initial Voting Member is as follows:

Name	Address
Jose A. Hernandez, M.D.	7901 Erwin Road, Coral Gables, Florida 33143

**ARTICLE 7
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial Registered Office of the Corporation is 7901 Erwin Road, Coral Gables, Florida 33143, and the name of its Registered Agent at that address is Jose A. Hernandez, M.D.

**ARTICLE 8
INITIAL BOARD OF TRUSTEES**

The management of the Corporation shall be vested in the Board of Trustees. The number of Trustees constituting the initial Board of Trustees is three. The number of Trustees may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three. The Voting Member(s) shall elect the Trustees annually. The name and address of each initial Trustee of the Corporation is as follows:

Name	Address
Jose A. Hernandez, M.D.	7901 Erwin Road, Coral Gables, Florida 33143
Jenny R. Hernandez	7901 Erwin Road, Coral Gables, Florida 33143
Leonardo Lopez, M.D.	6301 SW 116 Street, Miami, Florida 33156

**ARTICLE 9
OFFICERS**

The Officers of the Corporation shall consist of a President and Secretary and such other Officers and Assistant Officers as may be provided in the Bylaws. Each Officer shall be elected by the Board of Trustees (and may be removed by the Board of Trustees). The name and address of each initial Officer of the Corporation is as follows:

Name	Address	Title
Jose A. Hernandez, M.D.	7901 Erwin Road, Coral Gables, Florida 33143	President

**ARTICLE 10
INCORPORATOR**

The name and address of the Incorporator is as follows:

Name	Address
Jose A. Hernandez, M.D.	7901 Erwin Road, Coral Gables, Florida 33143

**ARTICLE 11
BYLAWS**

The Bylaws of the Corporation are to be made and adopted by the Board of Trustees, and may be altered, amended or rescinded by the Board of Trustees.

**ARTICLE 12
AMENDMENT**

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Trustees and Officers are subject to this reservation. The Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Florida, as amended from time to time, unless more specific provisions for amendments are adopted by the Corporation pursuant to law.

**ARTICLE 13
INDEMNIFICATION**

The Corporation shall indemnify each Member, Officer and Trustee, including former Members, Officers and Trustees, to the full extent permitted by the laws of the State of Florida.

**ARTICLE 14
COMMENCEMENT OF CORPORATE EXISTENCE**

In accordance with the laws of the State of Florida, the date when corporate existence shall commence is the date of acknowledgement of these Articles of Incorporation.

**ARTICLE 15
NONSTOCK BASIS**

This Corporation is organized on a nonstock basis. This Corporation shall not issue shares of stock.

In Witness Whereof, the undersigned have signed these Articles of Incorporation on this 12 day of June, 2008.




Jose A. Hernandez, M.D.,
Incorporator

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of Physicians Academic Group, Inc. which is contained in the foregoing Articles of Incorporation.

Dated this 12 day of June, 2008.



Jose A. Hernandez, M.D.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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