

CSC networks

PRESTIGE MAIL
LEGAL & FINANCIAL SERVICE

ACCOUNT NO. : 072100000032

REFERENCE : 646224 4656A

AUTHORIZATION :

COST LIMIT : \$ 122.50

ORDER DATE : July 21, 1995

ORDER TIME : 12:42 PM

ORDER NO. : 646224

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CUSTOMER NO: 4656A

CUSTOMER: Elizabeth Galvin, Legal Asst
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LIPOFF ROSEN & QUENTEL, P. A.
22nd Floor
1221 Brickell Avenue
Miami, FL 33131-3238

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RUSH WILL WAIT

NAME: SMG, INC.

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: Lynne Roberts

EXAMINER'S INITIALS:

T. BROWN JUL 26 1995

FILED
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GREENBERG

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305-789-5449

July 20, 1995

Florida Division of Corporations
FOREIGN & NON-PROFIT SECTION
P. O. Box 6327
Tallahassee, Florida 32314

RE: SMG, INC.

Enclosed herewith are three duly executed originals of
ARTICLES OF INCORPORATION for the captioned NOT-FOR-PROFIT corporation.

Also enclosed is our check in the amount of \$122.50 to cover the
cost of the filing and one certified copy.

Should anything further be required, please do not hesitate to
contact me. Thank you for your assistance.

Very truly yours,



FLORIDA DEPARTMENT OF STATE

July 21, 1995

Sandra B. Mortham
Secretary of State

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: SMG, INC.
Ref. Number: W95000014775

We have received your document for SMG, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6932.

Teresa Brown
Corporate Specialist

Letter Number: 395A00034991

**ARTICLES OF INCORPORATION
OF
SMG ASSOCIATES, INC.
(A Florida Corporation Not For Profit)**

FILED
95 JUL 26 AM 10:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this Corporation is SMG ASSOCIATES, INC. (hereinafter called the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation shall be: 5900 College Road, Key West, Florida 33040.

ARTICLE III

The period of the duration of the Corporation is perpetual unless dissolved according to law.

ARTICLE IV

The Corporation is organized exclusively for charitable, benevolent, religious, educational, civic and scientific purposes, including but not limited to providing health care services and operating health care facilities.

ARTICLE V

The Corporation shall have the power to acquire, own, maintain and use its assets for the purposes for which it is organized; to raise funds by any legal means for the encouragement of its purposes; to acquire, hold, own, use and dispose of real or personal property in connection with the purposes of the Corporation; and to exercise all powers necessary or convenient to the furtherance of the purposes for which the Corporation is organized; and to exercise all powers granted to a corporation not for profit under Florida law.

ARTICLE VI

Management of the Corporation shall be vested in the Corporation's Board of Directors, the members of which shall be not less than three (3). The number and method of election of the directors of the Corporation shall be as stated in the bylaws. The number

constituting the initial Board of Directors is three (3). The names and addresses of the persons who shall serve as the initial Board of Directors of the Corporation are as follows:

Roberto Sanchez
780 N.W. LeJeune Road, Suite 616
Miami, Florida 33126

James K. Simon
P.O. Box 9107
Key West, Florida 33041

Robin Lockwood, M.D.
1111 12th Street, Suite 112
Key West, Florida 33040

ARTICLE VII

The Corporation shall have one member.

ARTICLE VIII

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

ARTICLE IX

The bylaws may be amended, altered, or repealed and new bylaws may be adopted only by the affirmative vote of a majority of the entire Board of Directors. The bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or the Articles of Incorporation.

ARTICLE X

The Articles of Incorporation shall be amended only by the affirmative vote of the majority of the entire Board of Directors.

ARTICLE XI

The street address of the Corporation's initial registered office is 5900 College Road, Key West, Florida 33040, and the name of its initial registered agent at such office is James K. Simon.

ARTICLE XII

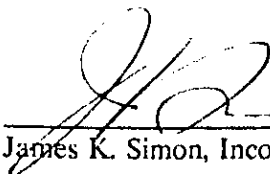
The names and addresses of the incorporators of the Corporation are as follows:

Roberto Sanchez
780 N.W. LeJeune Road, Suite 616
Miami, Florida 33126

James K. Simon
P.O. Box 9107
Key West, Florida 33401

Robin Lockwood, M.D.
1111 12th Street, Suite 112
Key West, Florida 33040

DATED: July 19, 1995.


James K. Simon, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of SMG ASSOCIATES, INC., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.


James K. Simon, Registered Agent

Date: July 14, 1995

FILED
JUL 28 1995
TALLAHASSEE
FLORIDA