



THE UNITED STATES
CORPORATION
COMPANY

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00 JAN 31 PM 3:03

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 569582 9785A

AUTHORIZATION : *Patricia Pigute* *Patricia Pigute*

COST LIMIT : \$ 78.75

ORDER DATE : January 31, 2000

ORDER TIME : 10:24 AM

ORDER NO. : 569582-015

400003115914--4

CUSTOMER NO: 9785A

CUSTOMER: Theodore J. Silver, Esq
THEODORE J. SILVER, ESQ
THEODORE J. SILVER, ESQ
1570 Madruga Avenue
Suite 216
Coral Gables, FL 33146

DOMESTIC FILING

NAME: PHYSICIANS OFFICE OF
HOMESTEAD, INC.

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: Christine Lillich

EXAMINER'S INITIALS:

PH 1/31/2000

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 JAN 31 PM 12:50

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00 JAN 31 PM 3: 04

ARTICLES OF INCORPORATION
OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PHYSICIANS OFFICE OF HOMESTEAD, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

PHYSICIANS OFFICE OF HOMESTEAD, INC.

The address of the principal office of this corporation shall be 999 Krome Avenue, Homestead, Florida 33030, and the mailing address of the corporation shall be 8000 Southwest 67th Avenue, Miami, Florida 33143.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The name and address of the initial member of the Board of Directors is;

Barry N. Burak
Dir.

8000 Southwest 67th Avenue
Miami, Florida 33143

ARTICLE VII. OFFICERS

The name and address of the initial officer of the corporation who shall hold office for the first year of the corporation, or until his successor is elected or appointed is: _____

Barry N. Burak
Pres. _____

8000 Southwest 67th Avenue
Miami, Florida 33143

ARTICLE VIII. INCORPORATOR

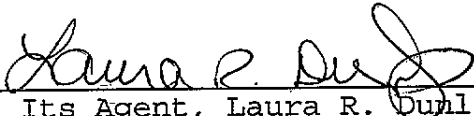
The name and street address of the incorporator to these Articles of Incorporation: _____

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on January 31, 2000.

CORPORATION SERVICE COMPANY

By: _____


Its Agent, Laura R. Dunlap

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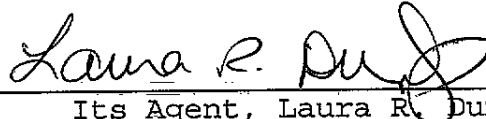
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ACCEPTANCE OF REGISTERED AGENT DESIGNATED SECRETARY OF STATE
IN ARTICLES OF INCORPORATION TALLAHASSEE, FLORIDA

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By:



Its Agent, Laura R. Dunlap

AKC/crl