



VERDEJA & GRAVIER

PO0000043748

LEONARDO GRAVIER, P.A.
LEONARDO D. GRAVIER, P.A.
FRANK O. SOCARRAS, P.A.
OCTAVIO A. VERDEJA, P.A.
OCTAVIO F. VERDEJA, P.A.

April 26, 2000

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

Re: Juan C. Arroyo, D.M.D. P.A.

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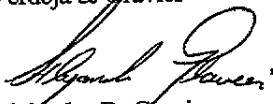
Dear Sirs:

Enclosed please find the Articles of Incorporation of Juan C. Arroyo, D.M.D. P.A. and a check for \$78.75 payable to Division of Corporations. Once processed, please forward to Alejandro Gravier at the following address:

Alejandro Gravier
C/O Verdeja & Gravier
150 Alhambra Circle
Suite 800
Coral Gables, FL 33134

Should you have any questions, or if I may be of further assistance, do not hesitate to contact our office.

Very truly yours,
Verdeja & Gravier


Alejandro D. Gravier

FILED
00 MAY - 1 AM 10:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T BROWN MAY - 2 2000

CERTIFIED PUBLIC ACCOUNTANTS
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

150 ALHAMBRA CIRCLE, SUITE 800, CORAL GABLES, FL 33134

OFFICE: 305.446.3177 • FAX: 305.446.6319

www.nelvg.com

ARTICLES OF INCORPORATION

JUAN C. ARROYO, D.M.D. P.A.

FILED
00 MAY -1 AM 10:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, all of whom are duly licensed to practice medicine in the State of Florida, for the purpose of forming a professional corporation under Chapter 607 of the Florida Statutes, Florida General Corporation Act and Chapter 621, Florida Professional Service Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE I
NAME

The name of the corporation is:

JUAN C. ARROYO, D.M.D. P.A.

ARTICLE II
DURATION

The terms of existence of the corporation is perpetual, unless sooner dissolved in accordance with the Laws of the State of Florida. Corporate existence shall commence at the time of filing of the Articles by the Department of State, State of Florida.

ARTICLE III
PURPOSE

The purpose for which the corporation is organized is to:

- a. To engage in every phase and aspect of the business of rendering the same professional services to the public that a physician, duly licensed under the Laws of the State of Florida is authorized to render, but such professional services shall be rendered only through officers, employees and agents who are duly licensed under the laws of the state of Florida to practice medicine therein.
- b. To invest the funds of this corporation in real estate, mortgages, stock, bonds or any other type of investment, and to own real and personal property necessary for the rendering of professional services.
- c. To do all and everything necessary and proper for the accomplishment of any of the objects or the furtherance of any of the purposes enumerated in these articles of incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the corporation, and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purpose or the attainment of the objects or the furtherance of such purpose or objects of this corporation.

The foregoing subparagraphs shall be construed as enumerating both objects and purposes of this corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner or purposes of this corporation otherwise permitted by law.

ARTICLE IV
REGISTERED AGENT

The street address of the initial registered office of this corporation is 13780 S.W. 122ND Court, Miami, Florida 33186 and the name of the initial registered agent of this corporation at that address is Juan C. Arroyo.

ARTICLE V
CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is ONE THOUSAND (1,000), all of which shall be COMMON SHARES with a par value of ONE DOLLAR (\$1.00) per share. None of the shares of this corporation may be issued to anyone other than an individual duly licensed to practice medicine in the State of Florida.

ARTICLE VI
PRINCIPAL ADDRESS

The principal office of this Corporation shall be:

13780 S.W. 122ND Court
Miami, Florida 33186

ARTICLE VII
DIRECTORS

This corporation shall have one director initially. The number of Directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. All directors shall be required to be duly licensed to practice medicine in the State of Florida. The name and address of the initial Director of this corporation is:

Juan C. Arroyo
13780 S.W. 122ND Court
Miami, Florida 33186

ARTICLE VIII
INCORPORATORS AND OFFICERS

The names and post office address of the Officer chosen for the first year is:

OFFICE	NAME	ADDRESS
President	Juan C. Arroyo	13780 S.W. 122 ND Court Miami, FL 33186


JUAN C. ARROYO

4/24/00

DATE

ARTICLE IX
VOTING TRUSTS

No Shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

ARTICLE X
CUMULATIVE VOTING FOR DIRECTORS

At all elections of Directors of this corporation, each Stockholder shall be entitled to as many votes as shall equal the number of votes which (except to these provisions as to cumulative voting) he would be entitled to cast for the election of Directors with respect to his shares of stock multiplied by the number of Directors to be elected, and he may cast all such votes for a single Director, or may distribute them among the number to be voted for, or any two or more of them, as he may see fit.

ARTICLE XI
CONTRACTS

No contract or other transaction between this corporation and any other corporation shall be affected by the fact that any Director of this corporation is interested in, or is a Director or Officer of, such other corporation, and any Director, individually or jointly, may be a party to, or may be interested in, any contract or transaction of this corporation or in which this corporation is interested; and no contract, or other transaction of this corporation with any person, firm, or corporation shall be affected by the fact that any Director of this corporation is a party in any way connected with such person, firm, or corporation, and every person who may become a Director of this corporation is hereby relieved from any liability that might otherwise exist from contracting with this corporation for the benefit of himself or any firm, association, or corporation in which he may be in any way interested.

ARTICLE XII
REMOVAL OF DIRECTORS

Any Director of this corporation may be removed at any annual or special meeting of the Stockholders by the same vote as that required to elect a Director.

ARTICLE XIII
RESTRAIN IN ALIENATION OF SHARES

The Shareholders of this corporation shall have the power to include in the By-Laws, adopted by a majority of the Shareholders of this corporation, in a regulatory or restricted provision regarding the proposed sale, transfer, or other disposition of any of the outstanding shares of this corporation by any of its Shareholders, or in the event of the death of any of its Shareholders. The manner and form, as well as relevant terms, conditions, and details hereof, shall be determined by the Shareholders of this corporation; provided, however, that such regulatory or restricted provisions shall not affect the rights of third persons without actual notice thereof, unless existence of such provisions shall be plainly written upon the certificate evidencing the ownership of such stock. No Shareholder of this corporation may sell or transfer his share therein except to another individual who is eligible to be a Shareholder of this corporation. If any shareholder becomes legally disqualified to practice medicine in the State of Florida, or is elected to a public office, or accepts employment that places restrictions or limitation upon his continuous rendering of such professional services, such Shareholder's shares shall immediately become subject to purchase by this corporation in accordance with the By-Laws adopted by the Shareholders.

ARTICLE XIV
ADDITIONAL CORPORATE POWERS

In furtherance, and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and object herein above stated, this corporation shall have all and singular the following powers:

This corporation shall have the power to enter into, or become a partner in, any arrangement for sharing profits, union or interest, or corporation, joint venture or otherwise, with any person, firm, or corporation to carry on any business which this corporation has the direct or incidental authority to pursue.

This corporation shall have the power to deny to the holders of the common stock of this corporation any preemptive right to purchase or subscribe to any new issue of any type stock of this corporation, and no Shareholder shall have any preemptive right to subscribe to any such stock.

This corporation shall have the power, at its option to purchase and acquire any and all of its shares owned and held by any such Shareholder as should desire to sell, transfer, or otherwise dispose of his shares, in accordance with the By-Laws adopted by the Shareholders of this corporation setting forth the terms and conditions of such purchase; provided, however, the capital of this corporation is not impaired.

This corporation shall have the power, at its option, to purchase and acquire the shares owned and held by any Shareholder who dies, in accordance with the By-Laws adopted by the Shareholders of this corporation setting forth the terms and conditions of such purchase; provided, however, the capital of this corporation is not impaired.

This corporation shall have the power to enter into, for the benefit of its employees, one or more of the following:

- (1) a pension plan,
- (2) a profit sharing plan, if such a plan is not otherwise prohibited by the Code of Ethics of the profession,
- (3) a stock bonus plan,
- (4) a thrift and savings plan,
- (5) a restricted stock option plan, or
- (6) other retirement or incentive compensation plans.

ARTICLE XV
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by Law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at the Stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of Shareholders are subject to this reservation.

IN WITNESS WHEREOF, we, the subscribers, have executed these Articles of Incorporation this 24 day of April,

19
2000

STATE OF FLORIDA)

- SS

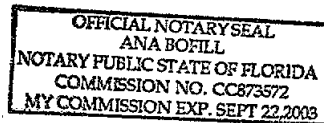
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Juan C. Arroyo to me well known and known to me to be the individuals described in, and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed the same for the purpose therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal at Miami, Dade County, Florida, this 24 day of April, 2000.

NOTARY PUBLIC, STATE OF FLORIDA AT LARGE

My commissions expires:



I, the undersigned, having been named as initial registered agent of the corporation in the foregoing Articles of Incorporation hereby accept said office and will serve in said capacity.

Juan C. Arroyo
Registered Agent

FILED
00 MAY - 1 AM 10:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA