

PO0000050265



ACCOUNT NO. : 072100000032

REFERENCE : 705032 7110792

AUTHORIZATION : *[Signature]*

COST LIMIT : \$ 70.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAY 22 PM 2:55

ORDER DATE : May 22, 2000

ORDER TIME : 10:40 AM

ORDER NO. : 705032-005

100003261701--0

CUSTOMER NO: 7110792

CUSTOMER: Marika G. Formoso, Esq
FORMOSO-MURIAS, P.A.
FORMOSO-MURIAS, P.A.
One Unity Square
401 Southwest 27th Avenue
Miami, FL 33135

DOMESTIC FILING

NAME: LANDA-GALINDEZ, M.D. P.A.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Pollye Janisse

EXAMINER'S INITIALS:

[Signature] 5/22/00

RECEIVED
00 MAY 22 PM 12:10
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

5/18/00

ARTICLES OF INCORPORATION

OF

LANDA-GALINDEZ, M.D., P.A.

Effective May 18, 2000

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 MAY 22 PM 2:55

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

Corporate Name

The name of the corporation shall be:

LANDA-GALINDEZ, M.D., P.A.

ARTICLE II

Principal Mailing Address

The principal mailing address of this corporation shall be:

221 Island Drive
Key Biscayne, Florida 33131

ARTICLE III

Nature of Business

This Corporation is being formed for the following purposes:

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 do everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attaining 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 purposes or the attainment of the objects or the furtherance of such purposes or objects of the Corporation.

ARTICLE IV

Duration

This Corporation shall have perpetual existence, unless sooner dissolved in accordance with the law of the State of Florida. The date on which corporate existence shall begin is the date of subscription and acknowledgment of these Articles of Incorporation.

ARTICLE V

Capital Stock

The maximum number of shares of stock which this corporation is authorized to issue and have outstanding at any one time is One Hundred Thousand (100,000) shares. Such shares shall be of a single class known as Common Stock, and shall have a par value of ONE CENT (\$0.01) per share. None of the shares of the Corporation may be issued to anyone other than an individual duly licensed to practice medicine in the State of Florida. Shares of Common Stock may be issued in exchange for cash, real property, fixtures and equipment, inventory, accounts receivable, labor or services rendered, or any combination of the foregoing. In absence of fraud in the transaction, the judgment of the Board of Directors as to the value of any such consideration shall be conclusive. Each share of Common Stock shall be issued in exchange for consideration which is at least equal to the par value thereof, and shall be fully paid and non-assessable. Each share of Common Stock shall entitle the record holder thereof to one vote upon each proposal presented at meetings of the stockholders of the Corporation. Agreements among stockholders regarding the voting of their shares, shall be valid and enforceable in accordance with their terms. No holder of Common Stock shall be entitled to any right of cumulative voting. Record holders of Common Stock are entitled to receive their pro-rata share of any dividends that may be declared by the Board of Directors out of the assets legally available for such purpose. Holders of Common Stock are entitled, in the event of the liquidation or dissolution of this corporation, to receive their pro-rata share of any dividends that may be declared by the Board of Directors out of the assets legally available for such purpose.

ARTICLE VI

Board of Directors

This Corporation shall at all times have at least one (1) director. The stockholders of this Corporation may from time to time, and at any time, increase or diminish the size of the Board of Directors of this Corporation as provided by By-Laws adopted by them, provided that the Corporation shall have at all times a minimum of one (1) director. The By-Laws of this Corporation may provide that the directors be divided into two or more classes whose terms of office shall respectively expire at different times.

ARTICLE VII

Voting Power

No shareholder of the 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 or her shares. Each share of Common Stock shall entitle the holder to one vote on any matter submitted to the holders of the Common Stock for a vote.

ARTICLE VIII

Transfer of Shares

No shareholder of the Corporation may sell or transfer his or her shares therein except to another individual who is eligible to be a shareholder of the Corporation.

ARTICLE IX

Powers

This Corporation shall have all of the corporate powers enumerated in the Florida Professional Service Corporation and Limited Liability Company Act (Chapter 621, Florida Statutes), as amended from time to time.

ARTICLE X

Initial Registered Agent and Registered Office

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

FMR CORP.
c/o Formoso-Murias, P.A.
One Unity Square
401 S.W. 27th Avenue
Miami, Florida 33135

ARTICLE XI

Incorporator

The name and street address of the Incorporator to these Articles of Incorporation is:

FMR CORP.
c/o Formoso-Murias, P.A.
One Unity Square
401 S.W. 27th Avenue
Miami, Florida 33135

ARTICLE XII

Conflict of Interest

No contract between this Corporation and another corporation or another individual shall be invalidated by reason of the fact that one or more of the officers or directors of this Corporation are officers or directors of the said other corporation, or by reason of the fact that one or more of the officers or directors of this Corporation may be the other individual or individuals contracting with this Corporation.

ARTICLE XIII

Indemnification

The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, employee, officer or agent of the Corporation, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, to the full extent permitted by law. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving, at the request of the Corporation, as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article.

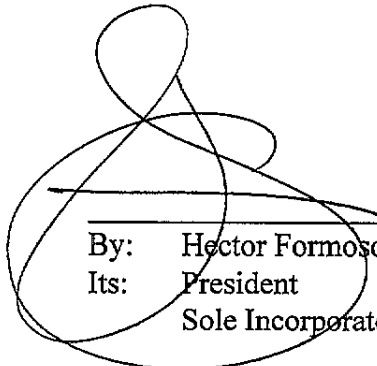
ARTICLE XIV

Amendments

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 Stockholders' meeting by a majority of the stock entitled to vote thereon, unless all Directors and Stockholders sign a written statement manifesting their intention that certain amendments of these Articles of Incorporation be made.

The undersigned incorporator has executed these Articles of Incorporation this 8th day of May, 2000.

FMR CORP.


By: Hector Formoso-Murias, Esq.
Its: President
Sole Incorporator

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

SWORN AND SUBSCRIBED before me this 18th day of May, 2000 by HECTOR FORMOSO-MURIAS, President of FMR Corp., Inc. a corporation, who acknowledged before me that he executed the same freely and voluntarily under authority vested in him by said corporation and that the affixed seal thereto is the true corporate seal of said corporation. He is personally known to me or did produce _____ as identification and who did take an oath.

18th IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, this day of May, 2000.



NOTARY PUBLIC
State of Florida at Large

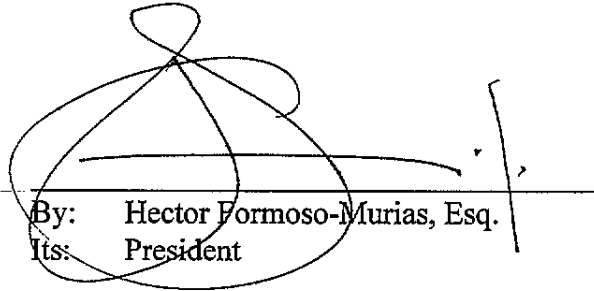
My commission expires:



Acknowledgment of Appointment by Registered Agent

Having been named the registered agent for the above corporation at the place designated in the foregoing Articles of Incorporation, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

FMR CORP.


By: Hector Formoso-Murias, Esq.
Its: President

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