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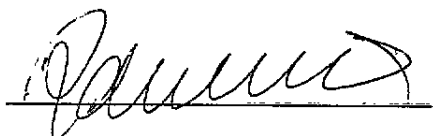
May 18, 2000

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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-05/24/00--01104--021
****122.50 *****78.75

SUBJECT: RAUL VILA, M.D.,P.A.

I enclose an original and one copy of the Articles of Incorporation
for the above corporation and a check in the amount of \$122.50.



From:

RAUL VILA
1561 BIRD ROAD
CORAL GABLES, Florida 33146
(305) 667-7939

FILED
2000 MAY 24 PM 12:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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2000 MAY 24 PM 12: 22

ARTICLES OF INCORPORATION OF SECRETARY OF STATE
TALLAHASSEE, FLORIDA
RAUL VILA, M.D., P.A.

The undersigned subscriber to these articles of professional service corporation, a natural person competent to contact, and being duly licensed to practice as a Doctor of Medicine under the laws of the State of Florida does hereby form a professional service corporation under the laws of the State of Florida.

ARTICLES I – NAME

The name of this corporation shall be RAUL VILA, M.D., P.A.

ARTICLE II

The principal office and mailing address of this corporation is 1561 Bird Road, Coral Gables, FL 33146

ARTICLE III – NATURE OF BUSINESS

The nature of the business to be transacted by this professional service corporation is to render professional medical services and to do all things in connection therewith that are customarily done by a licensed Doctor of Medicine under the laws of the State of Florida, and in accordance with "The Professional Service Corporation Act" of Florida, to invest its funds in real estate mortgages, stocks, bonds or other types of investments, and may own real or personal property necessary for the rendering of professional services. The business of the corporation shall be limited to the foregoing activities and no other.

ARTICLE IV – BEGINNING OF CORPORATE EXISTENCE

The existence of this corporation shall commence on the earliest day allowable pursuant to Florida law for the commencement of corporate existence.

ARTICLE V – TERM OF EXISTENCE

The corporation shall have perpetual existence.

ARTICLE VI

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

7500 SHARES

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation. None of the shares of the Professional Service Corporation may be issued to anyone other than an individual duly licensed to practice as a Doctor of Medicine in the State of Florida.

ARTICLE VII – INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation shall be 1561 Bird Road , Coral Gables, Florida 33146 with the privilege of having its offices and branch offices at other places within the State of Florida. The initial registered agent at that address shall be Raul Vila. The Board of Directors may from time to time designate such other address and place for the registered office of this corporation as it may see fit.

ARTICLE VIII – INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote thereafter, determine that the corporation be managed by the stockholders. The name and address of the first Director of the corporation, who shall hold office for the first year or until his successor (s) are duly elected and qualified, shall be:

Name	Address
Raul Vila	1561 Bird Road. Coral Gables, Florida 33146

ARTICLE IX – INCORPORATOR

The name and address of the incorporator is: Raul Vila, 1561 Bird Road
Coral Gables, Florida 33146.

ARTICLE X – INDEMNIFICATION

The corporation shall indemnify all officers and directors, and former officers and directors, to the full extent permitted by law, as the law now exists or as it may be amended hereafter.

ARTICLE XI – RESTRAINT ON ALIENATION OF SHARES

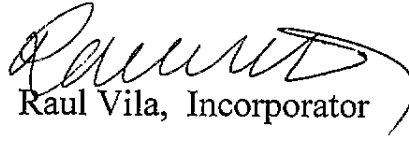
The shareholders of the professional service corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of the shareholders of the professional services corporation, and regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the professional service 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 the relevant terms, conditions, and details of the disposition, shall be determined by the shareholders of the professional service corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of the third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of the professional service corporation may sell or transfer stock in the corporation except to another individual who is eligible to be a shareholder of the professional service corporation, and the sale or transfer may be made only after it has been approved at a shareholder meeting especially called for that purpose. If any shareholder becomes legally disqualified to practice as a Doctor of Medicine in the State of Florida, is elected to public office, or accepts employment that places restrictions or limitation on the continuous rendering of such professional services, that shareholder's shares of stock shall immediately become subject to purchase by the professional service corporation in accordance with the bylaws adopted by the shareholders.

ARTICLE XII – 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 a stockholders' 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.

IN WITNESS WHEREOF, the undersigned incorporator has executed
these Articles of Incorporation under the laws of State of Florida this
19 day of May, 2000.


Raul Vila, Incorporator

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED.

In compliance with the laws of the State of Florida, the following is
submitted:

First, that Raul Vila, M.D., P.A., desiring to organize under the laws of the
State of Florida, named Raul Vila, 1561 Bird Road, Coral Gables, Florida
33146, County of Dade, State of Florida as its statutory registered agent.


SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2000 MAY 24 PM 12:22

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ACKNOWLEDGEMENT

Having been made the statutory agent of the above corporation at the
place designated in the certificate 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.



Raul Vila

Registered Agent

DATED: this 19 day of May, 2000.