

MARIAN A. LINDQUIST, P.A.
Attorneys at Law

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Marian A. Lindquist

Suite 625A
1975 East Sunrise Boulevard
Fort Lauderdale, Florida 33304
(954) 767-9359
Fax: (954) 524-1241

September 13, 2000

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

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*****78.75 *****

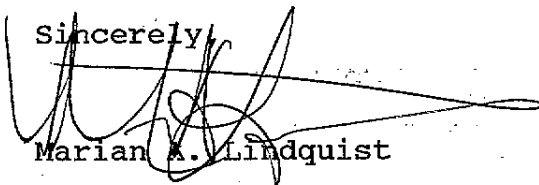
RE: Victor E. Guerra, P.A.

Dear Sir or Madam:

I have enclosed the original and two (2) copies of Articles of Incorporation along with a check in the amount of \$78.75 to cover the filing fees. Kindly return one certified copy of the Articles of Incorporation.

Thank you for your cooperation and attention to the above. If you have any questions regarding the above, please do not hesitate to contact me.

Sincerely,



Marian A. Lindquist

MAL:tk
Enclosures

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ARTICLES OF INCORPORATION
FOR PROFESSIONAL ASSOCIATION

VICTOR E. GUERRA, P.A.

Fla.Stat. Section 607.174 and Ch. 621

THE UNDERSIGNED natural person, competent and licensed to practice law in the State of Florida, acting hereby as Incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of Section 607, Florida General Corporation Act, and Section 621, Florida Professional Service Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation.

I. NAME OF CORPORATION

The name of the corporation shall be VICTOR E. GUERRA, P.A..

II. PURPOSES

The general nature and purposes of business to be transacted promoted and carried on by the corporation are as follows:

1. To engage in every aspect in the practice of medicine, and all its fields of specializations, as are engaged in by medical doctors, including, but not limited to, all of those services which medical doctors are permitted to perform.

2. To engage and render the professional services involved only through its officers, agents and employees who shall be medical doctors in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same.

3. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.

4. To engage in no other business other than the rendition of the professional services specified herein.

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TALLAHASSEE, FLORIDA

5. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

III. CAPITAL STOCK

1. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be one hundred (100) shares of common stock at one dollar (\$1.00) per share par value.

2. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

3. Shares of the corporation's stock and certificates shall be issued only to medical doctors in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

IV. DURATION

The corporation shall have perpetual existence.

V. REGISTERED AGENT & PRINCIPAL OFFICE ADDRESS:

The name and address of this corporation's registered agent is VICTOR E. GUERRA, 5304 Northwest 66 Avenue, Lauderhill, Florida 33319.

VI. INCORPORATOR

The name and address of the incorporator is as follows: VICTOR E. GUERRA, 5304 Northwest 66 Avenue, Lauderhill, Florida 33319.

VII. BOARD OF DIRECTORS

The corporation shall have a Board of Directors consisting of one (1) person. The number of directors may be increased or decreased from time to time by a resolution of the majority of the stockholders but shall never be less than one. The name and address of the initial director is VICTOR E. GUERRA, 5304 Northwest 66 Avenue, Lauderhill, Florida 33319.

VIII. INFORMAL SHAREHOLDER ACTION

Any action of the shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the shareholders entitled to vote upon such action at a meeting and filed with the secretary of the corporation as part of the corporate records.

IX. SEVERANCE AND TERMINATION OF EMPLOYMENT

If any officer, director, stockholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he shall forthwith sever all employment with the corporation and shall not thereafter participate or share, directly or indirectly in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

X. INFORMAL DIRECTOR ACTION

If all of the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writing evidencing their consent are filed with the secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

XI. INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

XII. BY-LAW AMENDMENT

The power to adopt, alter, amend or repeal the by-laws of this corporation shall be vested in the Board of Directors and stockholders provided that such amendment be in compliance with the laws of Florida governing a Professional Service Corporation.

The undersigned incorporator has executed these Articles of Incorporation this 13th day of September, 2000.


VICTOR E. GUERRA

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501 Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is VICTOR E. GUERRA, P.A..
2. The name and address of the registered agent and office is VICTOR E. GUERRA, 5304 Northwest 66 Avenue, Lauderhill, Florida 33319.

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED: _____

9/13/00


VICTOR E. GUERRA
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA