

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

PO000000 91163

Justo Maqueira, Jr., M.D., P.A.

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*****78.75 *****78.75

- Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- Cert. Copy _____
- _____ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

00 SEP 27 PM 12:29
FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA

00 SEP 27 AM 10:29
RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE FLORIDA
T. SMITH SEP 27 2000

Signature _____

Requested by: _____

Name SM Date 9/27/00 Time 9:30

Walk-In _____ Will Pick Up _____

**ARTICLES OF INCORPORATION
OF
JUSTO MAQUEIRA, JR., M.D., P.A.**

I, the undersigned, hereby make the within Articles of Incorporation for the purpose of becoming incorporated and being a corporation by virtue of the laws of the State of Florida under the following proposed charter:

ARTICLE I - NAME/ADDRESS

The name of this corporation shall be JUSTO MAQUEIRA, JR. M.D., P.A. and its business shall be carried on in the State of Florida and such other states and foreign countries as may be agreed upon, and its principal place of business shall be 1219 GREYBROOKE PLACE, OLDSMAR, FL 34677 or such other place as from time to time is designated.

ARTICLE II - DURATION

This corporation shall have perpetual existence unless sooner terminated by operation of law or voluntary dissolution in the manner prescribed by law.

ARTICLE III - PURPOSE

This corporation shall be authorized and permitted to engage in any activity or business permitted under the laws of the United States and the State of Florida. This corporation's primary business shall be HEALTH CARE PROVIDER and every other act or thing incidental or pertaining to or growing out of or connected with the aforesaid purpose and in addition, to engage in any other business or businesses permitted by law.

ARTICLE IV - STOCK CLAUSE

The aggregate number of shares which the corporation shall have authority to issue is 1,000 shares with a par value of \$1.00 per share.

ARTICLE V - PREEMPTIVE RIGHTS AND RELATED MATTERS

Each holder of shares of this corporation shall have the first right to purchase shares of this corporation that may from time to time be issued, including shares from the treasury of this corporation, in the ratio that the number of shares held at the time bears to the total number of shares outstanding exclusive of treasury shares. This right shall be

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SPECIAL SERVICES
TALLAHASSEE, FLORIDA

deemed waived by any shareholder who does not exercise it and pays for the shares preemptive within thirty days of receipt of a notice in writing from the corporation stating the price, terms and conditions of the issue and inviting him to exercise his preemptive rights.

ARTICLE VI - OFFICERS AND DIRECTORS

The business and affairs of the corporation shall be conducted and managed by a Board of Directors who shall be elected annually by the stockholders of the corporation at such time and place as may be fixed by the By-laws, or by resolution of the Board of Directors, and who shall hold office until their successors shall be elected and qualified. The name and addresses of the initial officers and directors who are to serve until the first annual meeting of the stockholders are as follows:

President / Director: JUSTO MAQUEIRA, JR., M.D.
1219 GREYBROOKE PLACE
OLDSMAR, FL 34677

ARTICLE X - REGISTERED OFFICE AND REGISTERED AGENT

The name and address of the initial registered agent of this corporation is JAMES J. SPANOLIOS, P.A., 36318 U.S. HIGHWAY 19 N., PALM HARBOR, FL 34684.

ARTICLE XI - BY-LAWS

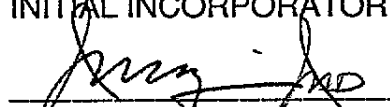
The power to adopt, alter, amend or repeal By-laws shall be vested in the Board of Directors and Shareholders in accordance with the Shareholders Agreement.

ARTICLE XII - POWERS

This corporation shall have all the corporate powers enumerated in the Florida General Corporation Act as now pending or hereafter enacted.

IN WITNESS WHEREOF, I the undersigned, being the original subscribed to the capital stock herein named, for the purpose of forming a corporation to do business in the State of Florida, under the Laws of the State of Florida, do make and file these articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and set my hand and seal this 11th day of Sept, 2000.


INITIAL INCORPORATOR



JUSTO MAQUEIRA, JR., M.D.
1219 GREYBROOKE PLACE
OLDSMAR, FL 34677

SWORN TO AND SUBSCRIBED before me, the undersigned authority, by
JUSTO MAQUEIRA, JR., M.D. personally known to me or who produced as

Identification: Fl. Drivers Lic., this 11th day
of September 2000.



Notary Public



Kimberly D Beachler
My Commission CC#1109*
Expires February 21 2003

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
FOR THE SERVICE OF PROCESS WITHIN THE STATE
AND NAMING AN AGENT UPON WHOM
PROCESS MAY BE SERVED**

Pursuant to Florida Statute, the following is submitted:

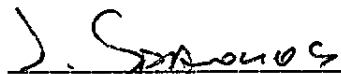
That JUSTO MAQUEIRA, JR., M.D., P.A., organized under the laws of the state of Florida, with its principal place of business being: 1219 GREYBROOKE PLACE, OLDSMAR, FLORIDA has named as its registered agent to accept process within this State:

JAMES J. SPANOLIOS, P.A.
36318 U.S. HIGHWAY 19 NORTH,
PALM HARBOR, FL 34684

FILED
SEP 27 11 12 29
CLERK OF DISTRICT COURT
PALM HARBOR, FLORIDA


ACCEPTANCE

Having been named to accept service of process for the above named corporation, at the place designated above, I hereby accept appointment in this capacity, and agree to comply with the provisions of State Law relative to keeping open said office.


James J. Spanolios, Esquire
James J. Spanolios, P.A.
36318 U.S. Highway 19 N.
Palm Harbor, FL 34684
(727)789-4496

SWORN TO AND SUBSCRIBED before me, the undersigned authority, by JAMES J. SPANOLIOS, ESQUIRE, personally known to me or who produced as identification: _____, this 11th day of September 2000.


Notary Public

 Kimberly D Beachler
My Commission CC811091
Expires February 21 2003