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Wills, Trusts &
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April 3, 2001

Corporate Records
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32314

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

Re: Gutierrez-Quintero Physician Services, Inc.

Dear Ladies or Gentlemen:

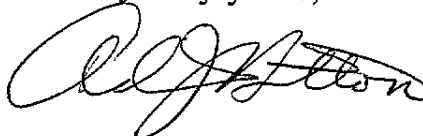
Enclosed herewith are the original and a copy of the Articles of Incorporation of the above referenced corporation.

Also enclosed is a check in the amount of \$78.75 to cover the following:

\$35.00	Filing fee
8.75	Certificate under seal
35.00	Designation of Registered Agent

Please return the certificate under seal and a copy of the Articles of Incorporation to me at the above address. Thank you.

Very truly yours,



Andrew J. Britton

AJB/bk
Enclosures
cc: Liliana Gutierrez

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2001 APR -5 AM 10:38
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

GUTIERREZ-QUINTERO PHYSICIAN SERVICES, P.A.

The undersigned, each a natural person over eighteen (18) years of age, with the capacity to contract, hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a professional service corporation under and by virtue of the laws of the State of Florida as contained in the Florida Professional Service Corporation and Limited Liability Company Act, Chapter 621, Florida Statutes, as amended (the "Act").

ARTICLE 1. NAME

The name of this corporation shall be Gutierrez-Quintero Physician Services,

P.A. Principal address: 6258 Sturbridge Court
Sarasota, FL 34238

ARTICLE 2. DURATION

The date of commence of corporate existence shall be on the date the Articles are filed with the Department of State, and the period of duration of the corporation shall be perpetual.

ARTICLE 3. PURPOSE AND POWERS

The general purpose for which the corporation is initially organized is to engage in, conduct and carry on the business of practicing internal medicine, including rendering professional services to the public that a physician, duly licensed under the laws of the State of Florida, is authorized to render, with such professional services being rendered only through officers, employees and agents of the corporation who are duly licensed or otherwise authorized to render such services with this state; and further conduct any and all lawful business which may be necessary, suitable or convenient to accomplish such purposes, including investing its funds, owning real or personal property and qualifying for certain tax and retirement plans available to general corporations.

ARTICLE 4. STOCK

4.1 Authority to Issue. This corporation shall have authority to 7,500 shares of common stock with a par value of \$1.00 per share. The corporation shall not have the authority to issue shares in a series.

4.2 Restrictions on Issuance. Shares of this corporation's stock shall be issued only to individuals who are duly licensed or otherwise legally authorized to render the same professional services as those for which this corporation is authorized. No shareholder of this corporation may sell or otherwise transfer his

shares in the corporation except to another who is eligible to be a shareholder of this corporation, and then only after same shall have been approved at a shareholders' meeting by not less than a majority of the outstanding stock at the time of such meeting, exclusive of the stock proposed to be sold.

4.3 Restrictions on Voting Arrangements. No shareholder of this corporation shall enter into a voting trust agreement or other type of agreement vesting another person with the authority to exercise the voting power of any or all of his stock. Proxies may be given only to other shareholders.

4.4 Restrictions on Continued Ownership. If any officer, shareholder, agent or employee of this corporation who has been rendering professional services to the public ceases to be an officer, shareholder, agent or employee of this corporation, or becomes legally disqualified to render such professional services within this state, or accepts employment that, pursuant to the then existing law, places restrictions or limitations on his continued rendering of such services, he shall sever all employment with and financial interests in this corporation, and such person's stock shall be subject to being purchased by the corporation.

ARTICLE 5. PREEMPTIVE RIGHTS AND OTHER RESTRICTIONS

5.1 Statement of Preemptive Rights. After the subscription shares have been issued, each holder of shares in this corporation shall have the first right to

purchase shares (and securities convertible to shares) of this corporation that may from time to time be issued (whether or not presently authorized, including shares from the treasury of this corporation,) in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of notice in writing from the corporation stating the prices, terms and conditions of the issue of shares and inviting him to exercise his preemptive rights.

5.2 Prohibition of Issue of Shares for Other Than Money or Property.

Shares in this corporation shall not be issued for consideration other than money, property or in payment of a debt to the corporation, without the unanimous consent of all shareholders.

5.3 Restrictions on Transfer of Stock. If any two or more shareholders or subscribers to stock of the corporation shall enter into any agreement restricting the rights of any of them to transfer, encumber or otherwise dispose of any shares of stock of the corporation held by them, then all share certificates subject to such restrictions shall have reference to the restrictions placed on the certificates and such stock shall not thereafter be transferred on the corporate books except in accordance with the provisions of such agreement. Stock transferred in violation of any such

restrictions shall not be entitled to dividend or voting rights until there has been full compliance with the provisions of any such agreement.

ARTICLE 6. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 6258 Sturbridge Court, Sarasota, Florida 34238, and the name of the initial registered agent of the corporation is Liliana Gutierrez.

ARTICLE 7. BOARD OF DIRECTORS

The initial Board of Directors shall consist of two members. The names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until his successor be elected and qualifies, or until his earlier resignation, removal from office or death, are as follows:

<u>Name</u>	<u>Address</u>
Liliana Gutierrez	6258 Sturbridge Ct. Sarasota, FL 34238
David Quintero	6258 Sturbridge Ct. Sarasota, FL 34238

ARTICLE 8. INCORPORATOR

The name and address of the incorporator of this corporation are as follows:

<u>Name</u>	<u>Address</u>
Liliana Gutierrez	6258 Sturbridge Ct. Sarasota, FL 34238

ARTICLE 9. PROVISIONS FOR THE REGULATION OF THE BUSINESS
AND FOR THE CONDUCT OF THE AFFAIRS OF THE CORPORATION

9.1 Meetings of Shareholders and Directors. Meetings of the shareholders and directors of this corporation may be held either within or without the State of Florida at such place or places as may from time to time be designated in the By-Laws or by resolution of the directors.

9.2 By-Laws. The initial By-Laws of this corporation shall be adopted by the directors. The power to amend or repeal the By-Laws or to adopt new By-Laws shall be in the shareholders, but the affirmative vote of the holders of three-fourths (3/4) of the shares outstanding shall be necessary to exercise that power. The By-Laws may contain any provisions for the regulation and management of this corporation which are consistent with the Act and these Articles of Incorporation.

9.3 Contracts in Which Directors Have an Interest. No contract or other transaction of this corporation with any person, firm or corporation or no contract or other transaction in which this corporation is interested shall be invalidated or affected by (a) the fact that one or more of the directors of this corporation is interested in or is a director or officer of another corporation, or (b) the fact that any director, individually or jointly with others, may be a party to or may be interested in the contract or transaction; and each person who may become

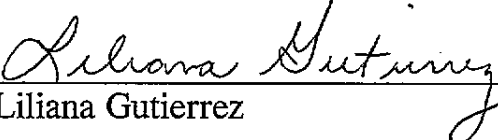
a director of this corporation is hereby relieved from any liability that might otherwise arise by reason of his contracting with this corporation for the benefit of himself or any firm or corporation in which he may be interested.

9.4 Compensation of Directors. The Board of Directors shall have the authority to make provision for reasonable compensation to its members for their services as directors and to fix the basis and conditions upon which this compensation shall be paid. Any director may also serve the corporation in any other capacity and receive compensation therefrom in any form.

ARTICLE 10. AMENDMENT

The Corporation, by a majority vote of the directors, reserves the right to amend these Articles of Incorporation at any time in a manner now or subsequently permitted by Florida law.

IN WITNESS WHEREOF, the undersigned, being the incorporator of this corporation, executes these Articles of Incorporation and certifies to the truth of the facts herein stated, this 16th day of March, 2001.


Liliana Gutierrez

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

STATE OF FLORIDA
COUNTY OF SARASOTA

I, the undersigned, a Notary Public duly commissioned to take acknowledgments and administer oaths in the State of Florida, certify that Liliana Gutierrez, personally known to me or who did produce L. Davis Lemos as identification, being the incorporator referred to in the foregoing Articles of Incorporation, personally appeared before me and swore to the truth of the facts therein stated.

WITNESS my hand and official seal this 16th day of March, 2001.

Barbara Kish
NOTARY PUBLIC



Barbara Kish
MY COMMISSION # CC700442 EXPIRES
February 9, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

Name printed

My Commission expires:

I have been designated as registered agent in the above Articles. Simultaneously, I hereby accept the appointment as Registered Agent.

Liliana Gutierrez
Liliana Gutierrez