

INTERNATIONAL ACCOUNTING SYSTEM

ACCOUNTANTS AND TAX CONSULTANTS
ADMINISTRATIVE AND LEGAL SERVICES
COMPUTER SYSTEM SERVICES

P01000051775

Miami, Fl, May 15th, 2001

FILED
01 MAY 18 PM 2:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DEPARTMENT OF STATE
Division of Corporation
Post Office Box 6327
Tallahassee, Florida 32314

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-05/18/01--01072--002
*****122.50 *****78.75

Gentlemen:

Enclose please find the articles of Incorporation
for:

ASSOCIATES HOSPITALIST GROUP OF FLORIDA, INC
(original and one copy) as well a check for the amount
of \$ 122.50 for corresponding fees as follows:

Profits Corporation Filing Fees
Certified Copy
Registered Agent Designation.

Please for any question for this corporation, do not
hesitate to contact us by phone.

Sincerely

Jose M. Viana

JMV/me
Enclose.

ARTICLES OF INCORPORATION
OF
ASSOCIATES HOSPITALIST GROUP OF FLORIDA, INC.

FILED
01 MAY 18 PM 12:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the STATE OF FLORIDA.

ARTICLE I - NAME:

The name of this corporation is:

ASSOCIATES HOSPITALIST GROUP OF FLORIDA, INC

ARTICLE II - NATURE OF THE BUSINESS:

This corporation may engage in any activity of business permitted under the laws of the United States, any State or any foreign country.

ARTICLE III - BEGINNING OF CORPORATE EXISTENCE:

The existence of this corporation shall commence on the First day of JUNE, 2001, provided that if such day be unauthorized under law, then on the earliest day allowable pursuant to Florida law for the commencement of corporate existence; and shall continue perpetually unless dissolved according to law.

ARTICLE IV - CAPITAL STOCK:

The capital stock of this corporation shall be ONE THOUSAND SHARES COMMON STOCK AT \$ 100.00 PAR VALUE.

All the aforementioned stock is to be issued as fully paid for and exempt from assessment.

The capital stock may be paid for in money, property, labor or services, at a just valuation to be fixed by the Directors at a meeting called for such purposes.

ARTICLE V - INITIAL PRINCIPAL OFFICE OR MAILING ADDRESS:

The street address of the initial principal office of this corporation is:

4631 N.W. 94 COURT, MIAMI, FL. 33178

The initial principal office or mailing address may be changed

by a majority of the members of the board of directors present at a validly convened meeting.

ARTICLE VI - INITIAL BOARD OF DIRECTORS:

The business of this corporation shall be conducted by a BOARD OF DIRECTORS of not less than one (1) Director, the exact number of Directors to be fixed by the Bylaws of this corporation. Directors need not be stockholders nor residents of Florida. The initial Directors of this corporation shall be:

ANGEL A. LAZO JR. 4631 N.W. 94 Court, Miami, Fl. 33178
President-Dir

SERGIO PEREZ 4631 N.W. 94 Court, Miami, Fl. 33178
Secretary-Treasurer-Dir

ANGEL A. LAZO SR. 4631 N.W. 94 Court, Miami, Fl. 33178
Director

ARTICLE VII - SUBSCRIBERS:

The name and address of the person signing these Articles is:

ANGEL A. LAZO SR. 4631 NW 94 Court, Miami, Fl. 33178

ARTICLE VIII - BY LAWS:

The power to adopt, alter, amend, or repeal bylaws shall be vested in the stockholders.

ARTICLE IX - INDEMNIFICATION:

To the extent permitted by law, the corporation shall indemnify and hold harmless each person serving as Officers or Directors of the corporation, and each person who serves at the request of the corporation as a Director or Officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his being Director or Officer of the corporation, or by reason of any action alleged to have been taken or omitted by him as a Director or Officer. The corporation shall reimburse each person for all costs, legal and other expenses reasonably incurred by him in connection with any claim or liability as to which it shall be adjudged that such Officer or Director is liable to the extent permitted by law.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall anything therein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

ARTICLE X - AMENDMENT:

In the Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of the Directors, proposed by them to the stockholders and approved at a stockholders meeting by the majority of the stock entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation this FIFTEEN day of MAY, 2001.



Angel A. Lazo Sr.

STATE OF FLORIDA

MIAMI }
COUNTY OF DADE } SS:

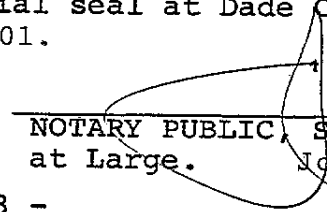
BEFORE ME, the undersigned authority, personally appeared
Angel A. Lazo Sr.
who is personally known to me, and who presented

His driver license from the State of Florida
and who executed and subscribed the foregoing Articles of
Incorporation, and acknowledged before me, that
executed the same and subscribed to the same for the purpose
therein expressed.

WITNESS my hand and official seal at Dade County, Florida
this 15th day of May, 2001.



José M. Viana
MY COMMISSION # 00824033 EXPIRES
June 15, 2001
BONDED THRU TROY FAIR INSURANCE, INC.



NOTARY PUBLIC, State of Florida
at Large. Jose M. Viana

CERTIFICATE - REGISTERED AGENT

FILED
01 MAY 18 PM 12:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with section 48.091, Florida Statutes, the following is submitted:

FIRST-- THAT ASSOCIATES HOSPITALIST GROUP OF FLORIDA, INC DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF Miami, STATE OF FLORIDA, HAS NAMED

Mr. ANGEL A. LAZO SR.

LOCATED AT 4631 N.W. 94 Court, Miami, Fl. 33178 AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SECOND-- THAT ASSOCIATES HOSPITALIST GROUP OF FLORIDA, INC PRINCIPAL OF BUSINESS AND ITS REGISTERED OFFICE ARE LOCATED AT 4631 N.W. 94 Court, Miami, Fl. 33178

By: 

Angel A. Lazo Sr.
Registered Agent

By: 

Angel A. Lazo Sr.
Subscriber

Date:

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

By: 

Angel A. Lazo Sr.
Registered Agent

DATE: May 15th, 2001