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Florida Department of State
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FLORIDA PROFIT CORPORATION OR P.A.

FEM-MED ASSOCIATES, INC.

Certificate of Status	0
Certified Copy	1
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Estimated Charge	\$78.75

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**ARTICLES OF INCORPORATION
OF
FEM-MED ASSOCIATES, INC.**

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ARTICLE I

Name

The name of the corporation is Fem-Med Associates, Inc. (hereinafter called the "Corporation")

ARTICLE II

Principal Office

The address of the principal office and mailing address of the Corporation is 777 East 25th Street, Hialeah, Florida 33013.

ARTICLE III

Capital Stock

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
10,000	\$0.01	Common

ARTICLE IV

Initial Registered Office

The street address of the Corporation's initial registered office in the State of Florida is 3301 Ponce de Leon Blvd., Suite 210, City of Coral Gables, County of Miami-Dade, Florida 33134 and the name of its initial registered agent at such office is Antonio N. Arroyo.

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ARTICLE V

Board of Directors

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's bylaws. The number of directors constituting the initial Board of Directors is one, and the name and address of the one member of the initial Board of Directors, who is to serve as the Corporation's director until her successors are duly elected and qualified is:

Julio A. Diaz-Jane
777 East 25th Street
Hialeah, Florida 33013

ARTICLE VI

Incorporator

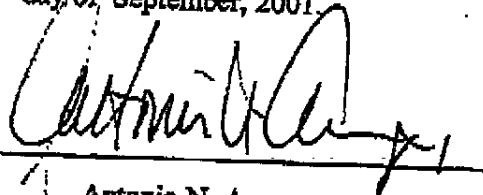
The name of the Incorporator is Antonio N. Arroyo and the address of the Incorporator is 3301 Ponce de Leon Blvd., Suite 210, Coral Gables, Florida 33134.

ARTICLE VII

Indemnification

This corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by any law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 18th day of September, 2001.



Antonio N. Arroyo
Incorporator

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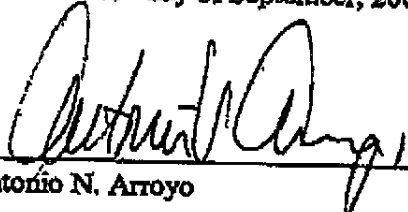
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA,
NAMING AN AGENT UPON WHOM PROCESS MAY BE SERVED**

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

That FEM-MED ASSOCIATES, INC., desiring to qualify under the laws of the State of Florida, with its principal office at: 777 East 25th Street, Hialeah, Florida 33013 has named ANTONIO N. ARROYO, 3301 PONCE DE LEON BLVD., SUITE 210, CORAL GABLES, FLORIDA 33134, as its agent to accept service of process within the State of Florida.

Having been named to accept service of process for the above named corporation, at the place designated in the Articles of Incorporation and 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.

Dated this 18th day of September, 2001.


Antonio N. Arroyo

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