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FLORIDA PROFIT CORPORATION OR P.A.

JOSE L CENTURION, M.D., P.A.

Certificate of Status	0
Certified Copy	1
Page Count	06
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

JOSE J. CENTURION, M.D., P.A.

(6)

The undersigned individual, licensed to practice the profession of medicine in the State of Florida, acting hereby as Incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of Chapter 607, Florida General Corporation Act, and Chapter 621, Florida Professional Service Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

**ARTICLE I
NAME OF CORPORATION**

The name of this Corporation shall be JOSE J. CENTURION, M.D., P.A.

**ARTICLE II
PURPOSES**

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

A. *To engage in every aspect in the practice of medicine and all its fields of specialization, as licensed and allowed by the American Medical Association or otherwise legally authorized within the State of Florida to render the same professional services as this Corporation.*

B. *To engage and render the professional services involved only through its officers, agents and employees who shall be physicians in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this Corporation.*

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

D. *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.*

THIS INSTRUMENT PREPARED BY:

J. Luis Quintana, Esq.
Quintana & Associates, P.A.
338 Minorca Avenue
Coral Gables, Florida 33134
Telephone (305) 446-0300
Florida Bar #768987

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**ARTICLE III
CAPITAL STOCK**

A. The maximum number of shares of stock that the Corporation is authorized to have outstanding at any time shall be 10,000 shares of common stock having a par value of \$0.01 per share.

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

C. Shares of the Corporation's stock and certificates shall be issued only to physicians in good standing and duly licensed and otherwise legally authorized within the State of Florida to render the same professional services as this Corporation.

**ARTICLE IV
EFFECTIVE DATE AND DURATION**

The Corporation shall commence its existence at the time of the filing of these Articles and shall exist perpetually thereafter unless sooner dissolved according to law.

**ARTICLE V
REGISTERED AGENT**

The address of this Corporation's initial registered office is 338 Minorca Avenue, Coral Gables, Florida 33134, and the name of its initial registered agent at said address is J. Luis Quintana of Quintana & Associates, P.A.

**ARTICLE VI
INCORPORATOR**

The name and address of the incorporator is as follows:

Jose J. Centurion, M.D.
932 Obispo Ave
Coral Gables, Florida 33134

**ARTICLE X
INDEMNIFICATION**

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

**ARTICLE XI
PREEMPTIVE RIGHTS**

Every Stockholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VII
BOARD OF DIRECTORS**

The Corporation shall have an initial board of directors consisting of at least one 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 names and address' of the initial director of this Corporation are:

*Jose J. Centurion, M.D.
932 Obispo Ave
Coral Gables, Florida 33134*

**ARTICLE VIII
PRINCIPAL OFFICE**

The principal office of the Corporation and mailing address shall be established and maintained at 747 Ponca De Leon Blvd, Suite 303, Coral Gables, Florida 33134. The Corporation may also have offices at such places within or without the State of Florida as the board may from time to time establish.

**ARTICLE IX
BY-LAWS**

The By-Laws of this Corporation may be adopted, altered, amended or repealed by a majority vote of either the Stockholders or Directors.

**ARTICLE XII
AMENDMENT**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation in the State of Florida, this October 22, 2001.



JOSE J. CENTURION, M.D., M.D.

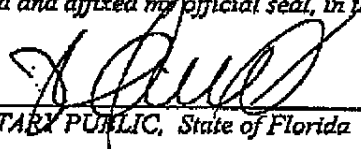
PAGE FOUR OF ARTICLES OF INCORPORATION OF
JOSE J. CENTURION, M.D., P.A.

NOTARY CERTIFICATION

STATE OF FLORID)
COUNTY OF DADE) ss.

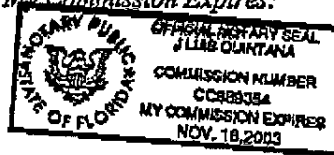
Before me, a Notary Public authorized in the State and County set forth above, personally appeared JOSE J. CENTURION, M.D., M.D., known to me and known by me to be the person, who, as Incorporator, executed the foregoing Articles of Incorporation of and acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this October 22, 2001.



NOTARY PUBLIC, State of Florida

Printed Name of Notary Public
My Commission Expires:



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PAGE FIVE OF ARTICLES OF INCORPORATION OF
JOSE I. CENTURION, M.D., P.A.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED - ACCEPTANCE BY REGISTERED AGENT**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act.

First, that JOSE I. CENTURION, M.D., P.A., a professional Corporation, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the County of Dade, State of Florida, has named J. Luis Quintana of Quintana & Associates, P.A. at 338 Minorca Avenue, Coral Gables, Florida 33134, as its agent to accept service of process within this State.

Second, having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of said Act relative to keeping open said office and of all statutes relative to the proper and complete discharge of his duties, i.e., Section 607.325 F.S.

DATED: October 22, 2001

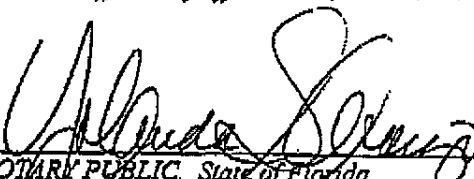

J. Luis Quintana

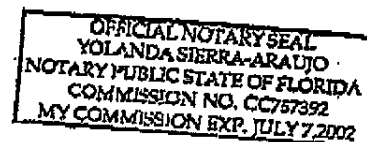
NOTARY CERTIFICATION

STATE OF FLORIDA)
COUNTY OF DADE) ss.

Before me, a Notary Public authorized in the State and County set forth above, personally appeared J. Luis Quintana known to me and known by me to be the person, who, as Registered Agent, executed the foregoing Acceptance By Registered Agent and acknowledged before me that he executed same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this October 22, 2001.


NOTARY PUBLIC, State of Florida
Printed Name of Notary Public
My Commission Expires:



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TALLAHASSEE, FLORIDA

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