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SPENCER & KLEIN  
PROFESSIONAL ASSOCIATION  
ATTORNEYS AT LAW

SUITE 1901  
801 BRICKELL AVENUE  
MIAMI, FLORIDA 33131

TELEPHONE (305) 374-7700  
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November 27, 2001

*Via Federal Express*

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32301

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\*\*\*\*157.50 \*\*\*\*\*78.75

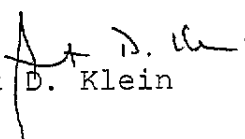
Re: South Dade Medical Associates, Inc.  
Westchester Medical Associates, Inc.

Gentlemen:

Enclosed are two (2) executed copies of Articles of Incorporation for each of the above referenced corporations, along with a check in the amount of \$157.50. Please return the certified copies in the enclosed Federal Express envelope to the undersigned.

If there are any questions, please call.

Very truly yours,

  
Brent D. Klein

BDK/ic  
Enclosures

FILED  
01 NOV 28 AM 10:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

01/28/3

ARTICLES OF INCORPORATION

OF

WESTCHESTER MEDICAL ASSOCIATES, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation is Westchester Medical Associates, Inc. and its address is Suite 303, 3191 Coral Way, Miami, Florida 33145.

ARTICLE II

DURATION

The duration of the corporation is perpetual.

ARTICLE III

PURPOSE

The general purposes for which the corporation is organized are:

(1) To transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

(2) To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV

AUTHORIZED SHARES

The aggregate number of shares which the corporation is authorized to issue is 5,000 shares, with a par value of \$1.00 per share.

## ARTICLE V

### REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 801 Brickell Avenue, Suite 1901, Miami, Florida 33131 and the name of its initial registered agent at such address is Brent D. Klein.

## ARTICLE VI

### DIRECTORS

The number of directors constituting the board of directors of the corporation shall be determined in accordance with the By-Laws, but shall not be less than one. The number of directors constituting the initial board of directors is two (2). The names and addresses of the persons who are to serve as the members of the initial board of directors are:

Jose Armas  
Suite 303  
3191 Coral Way  
Miami, Florida 33145

Eduardo Alarcon  
Suite 303  
3191 Coral Way  
Miami, Florida 33145

## ARTICLE VII

### INCORPORATOR

The name and address of the incorporator are:

Brent D. Klein  
Suite 1901  
801 Brickell Avenue  
Miami, Florida 33131

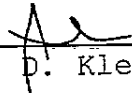
## ARTICLE VIII

### INDEMNIFICATION

The corporation shall indemnify each director, officer and shareholder of the corporation against any and all liability and expenses incurred by him in connection with or arising out of any

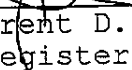
action, suit or proceeding in which he may be involved, by reason of his being or having been an officer, director or shareholder of the corporation to the full extent permitted by the laws of the State of Florida.

Executed by the undersigned on the 27<sup>th</sup> day of November, 2001.

  
Brent D. Klein

Acknowledgment of Appointment by Registered Agent

Having been named the registered agent for the above corporation at the place designated in the foregoing Articles of Incorporation, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

  
Brent D. Klein  
Registered Agent

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