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FLORIDA PROFIT CORPORATION OR P.A.

Enrique S. Fernandez M.D., P.A.

Certificate of Status	1
Certified Copy	0
Page Count	07
Estimated Charge	\$78.75

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ARTICLES OF INCORPORATION
OF
ENRIQUE S. FERNANDEZ M.D., P.A.

The undersigned, a natural person, competent to contract and a Doctor of Medicine, duly licensed to render services as such under the laws of the State of Florida, hereby adopts the following Articles of Incorporation for the purpose of forming a corporation for profit under the Professional Service Corporation Act and other laws of the State of Florida:

ARTICLE I

Name of Corporation

The name of the corporation is:

ENRIQUE S. FERNANDEZ M.D., P.A.

ARTICLE II

Existence

The corporation's existence shall commence upon the date of the filing of these Articles of Incorporation.

ARTICLE III

Purpose

The corporation is organized for the purpose of engaging in every phase and aspect of the business of rendering the same professional services to the public as a Doctor of Medicine, duly licensed under the laws of the State of Florida, is authorized to render, provided however, that such services shall be rendered only thorough officers,

PREPARED BY:
Manuel E. Cabeza, Esquire
338 Minorca Avenue
Coral Gables, Florida 33156
Phone (305) 444-7282
Florida Bar No. 371165

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employees and agents of this corporation who are duly licensed under the laws of the State of Florida, to practice medicine therein. This corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 621, Florida Statutes, as the same may be from time to time amended.

ARTICLE IV

Authorized Capital

A. The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is 10,000 shares of common stock, having a par value of \$1.00 per share, which may be fractional shares.

B. All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued, shall become and be fully paid and non-assessable, the same as though paid for in cash; and the directors shall be sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

C. Notwithstanding the foregoing, the corporation shall have the right to increase its capital stock, either with or without par value, and to provide, in the event of such increase, the designations, preferences, voting powers or restrictions, or qualifications of voting powers, of such additional stock, in an amendment to its Articles of Incorporation.

ARTICLE V

Address

The address of the principal office of the corporation, and its mailing address, is **12401 S.W. 43rd Street, Miami, Florida 33175-4213.**

ARTICLE VI

Registered Office and Agent

The street address of the corporation's initial registered office is **338 Minorca Avenue, Coral Gables, Florida 33134.** The name of the initial registered agent at such office is **International Registered Agents Corporation.**

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ARTICLE VII

Directors

Initially, the corporation shall have a single director. The number of directors constituting the Board of Directors may be increased or diminished from time to time by by-laws adopted by the shareholders, but shall never be less than one (1) person. Any director may be removed from office, without cause or for any cause deemed sufficient by a majority of the stock entitled to vote thereon at any annual or special meeting of the shareholders. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation, removal or otherwise, each vacancy shall be filled by the shareholders at their next annual meeting or at a special meeting called for the purpose of filling such vacancies. The name and address of the initial member of the Board of Directors is as follows:

<u>Name</u>	<u>Address</u>
Enrique S. Fernandez, M.D.	12401 S.W. 43 rd Street Miami, Florida 33175-4213

ARTICLE VIII

Officers

This corporation shall have a President who shall at all times be a member of the Board of Directors, a Secretary, a Treasurer and such other officers as the Board may from time to time by resolution create. The election of officers shall take place at the first meeting of the shareholders. The names of the officers who are to serve until the first election are:

Enrique S. Fernandez, M.D. **President, Secretary and Treasurer**

ARTICLE IX

Indemnification

(a) The corporation shall indemnify, or advance expenses, to the fullest extent authorized or permitted by the Act, to any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he: (i) is or was a director of the corporation; (ii) is or was an officer of the corporation, provided that he is or was at the time a director of the corporation; or (iii) is or was serving at the

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request of the corporation as a director, officer, agent or employee of another corporation, partnership, joint venture, trust or other enterprise, provided that he is or was at the time a director of the corporation.

(b) Except for those persons entitled to indemnification pursuant to subparagraph (a) of this Article VII, the Board of Directors of the corporation shall have, unless otherwise expressly prohibited by the Act, the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was an officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

(c) Except for those persons entitled to indemnification pursuant to subparagraph (a) of this Article VII, no person may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

ARTICLE X

Incorporator

The following are the name and address of the incorporator signing these Articles of Incorporation, who is a Doctor of Medicine duly licensed to render services as such under the laws of the State of Florida:

<u>Name</u>	<u>Address</u>
Enrique S. Fernandez, M.D.	12401 S.W. 43 rd Street Miami, Florida 33175-4213

ARTICLE XI

Shareholders

Shares of this corporation's capital stock shall be issued only to individuals who are duly licensed to render services as a Doctor of Medicine under the laws of the State of Florida. No shareholder of this corporation may sell or transfer such shareholder's shares of stock therein except to another individual who is eligible to be a shareholder of this corporation. No shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all such shareholder's shares.

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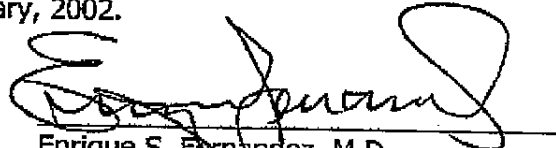
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ARTICLE XII

Bylaws

The shareholders of this corporation shall have the sole power to establish, enact, alter or repeal Bylaws for the management of this corporation. The powers and duties of the officers of this corporation shall be established and defined by such Bylaws. In addition, such Bylaws may include, by unanimous decision of the shareholders, any regulatory or restrictive provisions regarding the sale, transfer or other disposition of any outstanding shares of stock of this corporation by any of its shareholders, or in the event of the death of any of its shareholders.


IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 3rd day of January, 2002.


Enrique S. Fernandez, M.D.

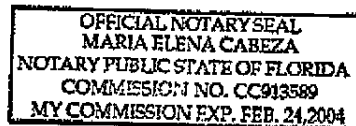
STATE OF FLORIDA

MIAMI-DADE COUNTY

Before me, the undersigned Notary Public, personally appeared **Enrique S. Fernandez, M.D.**, who presented a Florida driver's license as a means of identification, and he acknowledged the execution of the foregoing instrument on this 3rd day of January, 2002.



Maria Elena Cabeza
Notary Public, State of Florida
My Commission Expires Feb. 24, 2004



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ACCEPTANCE OF APPOINTMENT

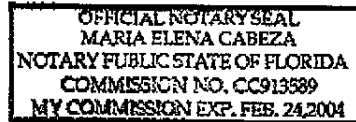
AS

REGISTERED AGENT

The undersigned hereby accepts the appointment as registered agent contained in the foregoing Articles of Incorporation and states that it is familiar with, and accepts, the obligations set forth in Sections 48.091(2) and 607.0505 of the Florida Statutes.

International Registered Agents Corporation

By: 
Maria Elena Cabeza, President



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