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FLORIDA PROFIT CORPORATION OR P.A.

FRANCIS CRESPO, M.D., P.A.

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ARTICLES OF INCORPORATION

OF

FRANCIS CRESPO, M.D., P.A.

The undersigned subscriber to these articles of incorporation, being duly licensed to practice medicine under the laws of the State of Florida, adopt these articles to form a professional service corporation under the Professional Service Corporation and Limited Liability Act, F.S. Chapter 621, and other laws of the State of Florida.

ARTICLE I

The name of this professional service corporation is:

FRANCIS CRESPO, M.D., P.A.

ARTICLE II

Nature of Business

The general nature of the business to be transacted by this corporation shall be as follows: To engage in the professional services rendered by physicians in the State of Florida, in addition to engaging in all the services incidental to the medical profession, including but not limited to, entering into contracts and to carry on any business necessary or incidental to the accomplishment of the objectives of the Corporation. The professional services of the Corporation shall be carried out only through officers, employees and agents, each of whom is admitted and licensed as a medical doctor in the State of Florida.

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ARTICLE III

Capital Stock

This professional service corporation is authorized to issue ONE THOUSAND (1000) shares of common stock at ONE (\$ 1.00) DOLLAR, par value each, which shall be designated "COMMON SHARES".

ARTICLE IV

Amount of Capital

The amount of capital with which this professional service corporation will begin business is not less than FIVE HUNDRED (\$ 500.00) DOLLARS.

ARTICLE V

Term of existence

This professional corporation is to exist perpetually.

ARTICLE VI

Address

The initial post office address of the principal office of this professional service corporation in the State of Florida is: 200 71st STREET, MIAMI BEACH, FLORIDA 33141.

The Board of Directors may from time to time move the principal office to any other addresses in the State of Florida.

ARTICLE VII

Directors

This professional service corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the by-laws adopted by the stockholders.

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ARTICLE VIII

Initial Board of Directors

The names and post office addresses of the members of the first Board of Directors, who subject to the provisions of the Certificate of Incorporation, the by-laws and the corporation laws of the State of Florida, shall hold office for the first year of the corporation's existence or until their successors are elected and have qualified, are:

FRANCIS CRESPO, M.D.  
200 71st STREET  
MIAMI BEACH, FLORIDA 33141

ARTICLE IX

Subscribers

The name and post office addresses of the subscriber of these Articles of Incorporation and the number of shares they agree to take are as follows:

FRANCIS CRESPO, M.D.  
ONE THOUSAND (1000) SHARES  
200 71st STREET  
MIAMI BEACH, FLORIDA 33141

ARTICLE X

Officers

The names and street addresses of the officers of this professional service corporation, who shall hold office until the organization meeting of the corporation and until their successors are duly elected and have qualified are as follows:

FRANCIS CRESPO, M.D.  
PRESIDENT/SECRETARY  
200 71st STREET  
MIAMI BEACH, FLORIDA 33141

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CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes the undersigned corporation, organized under the laws of the State of Florida, submits the following statement of designating the registered office/registered agent, in the State of Florida.

- 1. The name of the professional service corporation is:

FRANCIS CRESPO, M.D., P.A.

- 2. The name and address of the registered agent and office is:

FRANCIS CRESPO, M.D.  
200 71st STREET  
MIAMI BEACH, FLORIDA 33141

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*Francis Crespo*  
FRANCIS CRESPO, M.D.  
President

Date: FEBRUARY 8TH, 2002

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

*Francis Crespo*  
FRANCIS CRESPO, M.D.  
DATE: FEBRUARY 8TH, 2002

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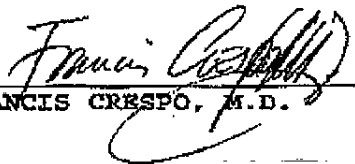
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ARTICLE XI

Amendment of Articles

The articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon unless all the directors and majority of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation may be made, in which event these Articles of Incorporation may be amended in such manner.

IN WITNESS WHEREOF, the undersigned being the original subscriber to the foregoing Articles of Incorporation have hereunto set their hand and seal this 8TH of FEBRUARY, 2002.

  
 FRANCIS CRESPO, M.D.

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