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Division of Corporations

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Florida Department of State

Division of Corporations

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FLORIDA PROFIT CORPORATION OR P.A.

FAMILY PHYSICIANS CARE, INC.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 13, 2002

EXPRESS

SUBJECT: FAMILY PHYSICIANS CARE, INC.
REF: W02000007035

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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ARTICLES OF INCORPORATION

OF

FAMILY PHYSICIANS CARE GROUP, INC.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: **FAMILY PHYSICIANS CARE GROUP, INC.**

ARTICLE II NATURE OF BUSINESS

The general nature of the business and the objectives and the purposes to be transacted and carried on are:

1. For any lawful purpose for which a corporation may operate under the laws of the State of Florida.
2. For any lawful business that a corporation may operate under the laws of the State of Florida.
3. And, in general to carry on any other business whatsoever in connection with the foregoing or which is calculated, directly or indirectly, to promote the interest of the corporation or to enhance the value of its properties.

ARTICLE III DURATION

This Corporation shall have a perpetual existence commencing on the Date of Filing.

ARTICLE IV CAPITAL STOCKS

The maximum numbers of shares of stock that this corporation is authorized to have outstanding at any one time is five hundred (500) shares at one dollar (\$ 1.00) par value, which shall be designated "Common Shares".

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ARTICLE V INITIAL REGISTERED AGENT AND STREET ADDRESS

The name of the initial registered agent is Maria Del Carmen Valdes of the initial registered office is 2250 Coral Way, Miami, Florida 33145

ARTICLE VI INITIAL BOARD OF DIRECTORS

This Corporation shall have two (1) Directors initially. The number of Directors may be increased or decreased from time to time by the By-Laws, but shall never be less than one (1). The name(s) and street address of the initial Director(s) are:

Names:

Maria Del Carmen Valdes

President

Addresses:

957 N.W. 132nd Court
Miami, FL 33182

ARTICLE VII LAWS

The By-Laws of this Corporation may be adopted, altered, amended, or repealed by either the stockholder(s) or Director(s).

ARTICLE VIII INDEMNIFICATION

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

ARTICLE IX 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/she already holds, shall have the right to purchase his/her prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

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ARTICLE X INCORPORATOR(S)

The name(s) and street address of the incorporator(s) to these Articles of Incorporation is(are):

Names:

Maria Del Carmen Valdes

President

Addresses:

957 N.W. 132nd Court
Miami, FL 33182

ARTICLE XI OFFICES

The principal office of the Corporation and mailing address shall be established and maintained at 2250 Coral Way, Miami, Florida, County of Dade State of Florida. 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.

IN WITNESS WHEREOF, the undersigned incorporator(s) has (have) executed these Articles of Incorporation this 4 day of March, 2002.


Maria Del Carmen Valdes

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

First, that FAMILY PHYSICIANS CARE GROUP, INC. a 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 City of Miami, County of Dade, State of Florida, has named Maria Del Carmen Valdes the street address of the initial registered office of this Corporation is 2250 Coral Way, Miami, FL 33145 Florida, 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 this 4 day of, March, 2002.



Maria Del Carmen Valdes

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