P02000103606

ATTORNEYS' TITLE
Requestor's Name

1965 Capital Circle NE, Suite A
Address

Tallahassee, Fl 32308 850-222-2785
City/St/Zip Phone #

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02 SEP 25 PM 2:44

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1- PHYSICIANS MANAGEMENT GROUP OF FLORIDA, INC.

2-

3-

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[X] Walk-in [ ] Pick-up time ASAP [XXX] Certified Copy

[ ] Mail-out [ ] Will wait [ ] Photocopy [ ] Certificate of Status

NEW FILINGS	
XXX	Profit
	Non-Profit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of R.A., Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

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OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION/QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

DIVISION OF CORPORATION
02 SEP 17 AM 11:45
RECEIVED

2544
W02-27033

Examiner's Initials

CB 9/25

FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

September 17, 2002

ATTORNEYS' TITLE
1965 CAPITAL CIRCLE NE
SUITE A
TALLAHASSEE, FL 32308

SUBJECT: PHYSICIANS MANAGEMENT GROUP OF FLORIDA, INC.
Ref. Number: W02000027033

We have received your document for PHYSICIANS MANAGEMENT GROUP OF FLORIDA, INC. and your check(s) totaling $78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6973.

Claretha Golden
Document Specialist
New Filings Section

Letter Number: 502A00052986

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

PHYSICIANS MANAGEMENT GROUP OF DADE, INC.

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

Article 1. Name

The name of this corporation is Physicians Management Group of Dade, Inc.

Article 2. Principal Office

The principal office and the mailing address of the corporation is:

7150 West 20th Avenue
Suite 215
Hialeah, Florida 33016

Article 2. Duration

The period of its duration is perpetual. It shall commence its existence upon the filing of these Articles of Incorporation with the Secretary of State of Florida.

Article 3. Purpose

The purpose is to engage in any activities or business permitted under the laws of the United States and of the State of Florida.

Article 4. Capital Stock

The corporation is authorized to issue One Hundred (100) shares at One Hundred ($100) Dollars par value.

Article 5. Initial Registered Office and Agent

The name and address of the initial registered agent and office of this corporation is as follows:

Nuria Lawson, M.D.
7150 West 20th Avenue
Suite 215
Hialeah, Florida 33016

Article 6. Initial Board of Directors

This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one.

The name and address of the initial director of this corporation is:

Nuria Lawson, M.D.
7150 West 20th Avenue
Suite 215
Hialeah, Florida 33016

Article 7. Incorporator

The name and address of the incorporator signing these Articles of Incorporation is :

Nuria Lawson, M.D.
7150 West 20th Avenue
Suite 215
Hialeah, Florida 33016

Article 8. Amendment of Articles

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders subject to this reservation.

Article 9. Pre-emptive Rights

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares), of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms, and inviting him to exercise his preemptive rights. The right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

Article 10. Removal of Directors

At a meeting of shareholders called expressly for that purpose, any one director, or the entire board of directors, may be removed, with or without cause, by a vote of the holders of the majority of the shares then entitled to vote at an election of directors.

Article 11. Indemnification

The corporation may be empowered to indemnify any officer or director in the manner set out and provided for pursuant to the provisions of Section 607.014 of the Florida Statutes, as amended.

Article 12. Amendment

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors and approved at a stockholders meeting by a majority of the shares entitled to vote thereon.

In Witness Whereof, the undersigned incorporator executed these Articles of Incorporation this 13 day of September, 2002

Nuria Lawson, M.D.

State of Florida)
) ss:
County of Miami-Dade)

Before me, the undersigned authority, personally appeared Nuria Lawson, M.D. to me known to be the person who executed the foregoing Articles of Incorporation and she acknowledged to and before me that she executed the same.

Sworn to and subscribed before me on this 13 day of September, 2002.

Notary Public, State of Florida

NOTARY PUBLIC STATE OF FLORIDA
OFFICIAL NOTARY SEAL
JORGE
SANCHEZ-GALARRAGA
COMMISSION NUMBER
DD031770
MY COMMISSION EXPIRES
JUNE 30, 2005

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE AND DESIGNATING REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED.

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

That Physicians Management Group of Dade Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in the City of Hialeah, County of Dade, State of Florida, has named Nuria Lawson, M.D. located at 7150 West 20th Avenue, Suite 215, City of Hialeah, County of Miami-Dade, State of Florida 33016, as its registered agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named as Registered Agent to accept service of process for the above named Corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping said office open.

Nuria Lawson, M.D.
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA