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02 NOV -4 AM 10:39
SECRETARY OF STATE
DIVISION OF CORPORATIONS

SMITH NOV 06 2002

6901 Biscayne Boulevard

Suite 208

Miami, Florida 33138

STEVEN K. BAIRD, P.A.

ATTORNEY AT LAW

phone (305) 757-6755

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November 1, 2002

Via FedEx

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

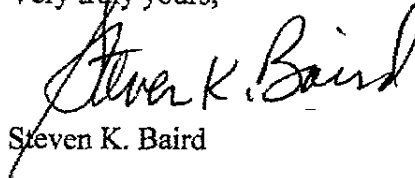
Re: Juan A. Mantilla, M.D., P.A.

Ladies and Gentlemen:

Enclosed is an original and one copy of the articles of incorporation for Juan A. Mantilla, M.D., P.A. Also enclosed is our check in the amount of \$78.75 for the filing fees for incorporation and for the registered agent designation, as well as for a certified copy of the articles of incorporation.

Please send the certified copy of the articles to the undersigned at the address above.

Very truly yours,



Steven K. Baird

SKB:mjc
encl.
cc: Juan A. Mantilla

**ARTICLES OF INCORPORATION
OF
JUAN A. MANTILLA, M.D., P.A.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Professional Services Corporation Act, hereby adopts the following Articles of Incorporation:

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SECRETARY OF STATE
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**ARTICLE I
NAME**

The name of the professional services corporation shall be Juan A. Mantilla, M.D., P.A.

**ARTICLE II
PURPOSE**

The purpose of the professional services corporation shall be the practice of medicine and any other activity allowed by law.

**ARTICLE III
PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be 3742 SW 133rd Court, Miami, Florida, 33175.

**ARTICLE IV
SHARES**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred (100) shares of common stock.

**ARTICLE V
INITIAL DIRECTOR AND OFFICERS**

Initially the Corporation shall have one director, who shall be Juan A. Mantilla, M.D. and who shall serve until his successor(s) have been duly elected pursuant to the bylaws of the Corporation. Juan A. Mantilla, M.D. shall be the initial president, secretary and treasurer of the Corporation, and shall so serve until his successor(s) have been duly elected pursuant to the bylaws of the Corporation.

ARTICLE VI
INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

Steven K. Baird, Esq.
6301 Biscayne Blvd., Suite 208
Miami, Florida 33138

ARTICLE VII
INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation are:

Steven K. Baird, P.A.
6301 Biscayne Blvd., Suite 208
Miami, Florida 33138

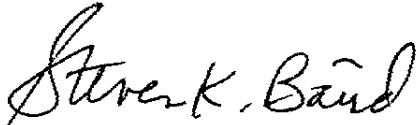


Steven K. Baird, Incorporator

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ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this 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.



Steven K. Baird, Registered Agent
November 1, 2002