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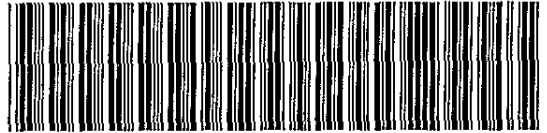
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TALLAHASSEE, FLORIDA

LAW OFFICES  
**IVAN A. GOMEZ, P.A.**

COURVOISIER CENTRE II  
601 BRICKELL KEY DRIVE • SUITE 507  
MIAMI, FLORIDA 33131-2623  
(305) 371-9213  
TELECOPIER (305) 358-4658

IVAN A. GOMEZ  
BOARD CERTIFIED TAX ATTORNEY

December 12, 2002

**AIRBORNE EXPRESS # 2545147522**

Corporate Records Bureau  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32301

**Re: Constantino S. Pena, M.D., P.A.**

Dear Sir/Madam:

We are enclosing herewith an original and one copy of the Articles of Incorporation for the above-referenced Corporation. In addition, a check in the sum of \$78.75 is enclosed for the following fees:

Filing fee	\$35.00
Certified Copy	\$ 8.75
Registered Agent fee	\$35.00

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the attention of the undersigned.

In order to expedite the delivery of this certified copy to me, we have enclosed a Airborne Express return envelope.

Your prompt attention to this matter is appreciated.

Very Truly Yours,



Ivan A. Gomez

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Enclosures  
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**ARTICLES OF INCORPORATION  
OF  
CONSTANTINO S. PENA, M.D., P.A.  
a Florida Professional Service Corporation**

**FILED**  
02 DEC 16 PM 2:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a Florida corporation under the Professional Service Corporation Act, Chapter 621 of the Florida Statutes, and other laws of the State of Florida hereby adopts the following Articles of Incorporation for such Corporation, effective January 1st, 2003:

**ARTICLE I**

**NAME**

The name of the Corporation is CONSTANTINO S. PENA, M.D., P.A..

**ARTICLE II**

**OFFICE AND MAILING ADDRESS**

The initial principal office of the Corporation is located at 791 Crandon Blvd., #904 Key Biscayne, FL 33149, and the mailing address of the Corporation is c/o Ivan A. Gomez, P.A., 601 Brickell Key Drive, Suite 507, Miami, Florida 33131.

**ARTICLE III**

**DURATION**

The Corporation shall have perpetual existence.

**ARTICLE IV**

**PURPOSE**

The Corporation is organized for the purpose of:

1. Engaging in every phase and aspect of the business of rendering the same professional services to the public that a medical doctor, duly authorized under the laws of the State of Florida,

is authorized to render, but such professional services shall be rendered only through officers, employees, and agents who are duly authorized under the laws of the State of Florida to practice medicine.

2. Investing the funds of the Corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and to own real and personal property necessary for the rendering of professional services.

3. Transacting any and all lawful business for which this Corporation may be incorporated under the laws of the State of Florida.

**ARTICLE V**  
**CAPITAL STOCK**

The Corporation is authorized to issue 100,000 shares of One Dollar (\$1.00) par value of Common Stock. None of the shares of the Corporation may be issued to anyone other than an individual duly authorized to practice medicine in the State of Florida.

**ARTICLE VI**  
**VOTING TRUSTS**

No shareholder of the 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 of his shares.

**ARTICLE VII**  
**RESTRAINT ON ALIENATION OF SHARES**

The shareholders of the Corporation shall have the power to include in the Bylaws, any

regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding shares of the Corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details thereof, shall be determined by the shareholders of the Corporation; provided however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless the existence of such provisions shall be plainly written upon the certificate evidencing the ownership of such shares. No shareholder of the Corporation may sell or transfer his shares therein except to another individual who is eligible to be a shareholder of the Corporation. If any shareholder shall become legally disqualified to practice medicine in the State of Florida, or accept employment that, pursuant to existing law, places restrictions or limitations upon his continuous rendering of such professional services, such shareholder's shares of stock shall immediately become subject to purchase by the Corporation in accordance with the Bylaws adopted by the shareholders.

#### **ARTICLE VIII**

##### **INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is 601 Brickell Key Drive, Suite 507, Miami, Florida 33131, and the name of the initial Registered Agent of the Corporation at that address IAG CORPORATE SERVICES, INC..

#### **ARTICLE IX**

##### **INITIAL BOARD OF DIRECTORS**

The Corporation shall initially have One (1) Director to hold office until the first annual meeting of shareholders and his successors shall have been duly elected and qualified, or until his

earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation. The names and addresses of the initial directors of the Corporation is:

<u>Name</u>	<u>Address</u>
Constantino S. Pena, M.D.	791 Crandon Blvd., #904 Key Biscayne, Florida 33149

**ARTICLE X**  
**INCORPORATOR**

The name and address of the person signing these Articles is:

<u>Name</u>	<u>Address</u>
Ivan A. Gomez, P.A.	601 Brickell Avenue, Suite 507 Miami, Florida 33131

**ARTICLE XI**  
**AMENDMENTS**

The power to amend these Articles of Incorporation in accordance with law is reserved to the shareholders. Any right conferred upon any shareholder by these Articles of Incorporation is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 12 of December, 2002.

IVAN A. GOMEZ, P.A.

By: Ivan A. Gomez  
IVAN A. GOMEZ, ESQ.  
Incorporator

**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

I hereby accept the appointment as the initial Registered Agent of company's name  
CONSTANTINO S. PENA, M.D, P.A., as made in the foregoing Articles of Incorporation.

IAG CORPORATE SERVICES, INC.

Date: 12/12/02

By: Ivan A. Gomez, President *IAG, PR-3*

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02 DEC 16 PM 2:54  
STATE  
TALLAHASSEE, FLORIDA