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FLORIDA PROFIT CORPORATION OR P.A.

EDGAR M. IBANEZ, M.D., P.A.

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ARTICLES OF INCORPORATION

OF

EDGAR M. IBANEZ, M.D., P.A.

I, the undersigned, hereby declare my purpose of forming a Professional Service Corporation, under Chapter 621 of the Statutes of the State of Florida, and subject to the following provisions:

ARTICLE I - NAME

The name of the Professional Corporation is EDGAR M. IBANEZ, M.D., P.A.

ARTICLE II - PURPOSE

The general nature of the business to be transacted by this corporation shall be the practice of Medicine in the State of Florida through duly licensed Physicians by the corresponding authorities of the State of Florida.

ARTICLE III - TIME OF COMMENCEMENT AND PERIOD

This corporation shall take effect as of the date of filing of these articles and shall continue until the date of the death of the last survivor of the persons who subscribe to these Articles of Incorporation or were later associated according with the Bylaws and other Resolutions of the Corporation.

ARTICLE IV - SUBSCRIBER MEMBERS OR STOCKHOLDERS

As of the date of the commencement of this Corporation, its member shall be one in number, being the only present stockholder. Additional members or stockholders may be admitted to the corporation under the conditions stated in the Bylaws and through Resolutions of the Board of Directors.

The name of the subscriber member and his address is :

EDGAR M. IBANEZ, M.D.

2609 Woolbright Road, #4C
Boynton Beach, Florida 33436

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ARTICLE V - CAPITAL

The maximum number of shares of capital stock which the Corporation shall have outstanding at any time shall be one thousand (1,000) shares of capital stock which shall be Common Stock of a par value of One (\$1.00) dollar per share and shall be issued only to Physicians, duly licensed to practice medicine in the State of Florida and shall not be transferable, except to other Physicians also duly licensed to practice medicine in the State of Florida, and previous admitted into the corporation by a vote of two-thirds of the Board of Directors and two-thirds of the meeting of member - stockholders in a joint special session convened for that purpose and under the other terms specified by the Bylaws.

ARTICLE VI - SUBSCRIPTION OF CAPITAL

The name and post office address of the subscriber of capital stock and the number of shares of stock which is issued to the subscriber is as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NUMBER OF SHARES</u>
EDGAR M. IBANEZ, M.D.	2609 Woolbright Road, #4C Boynton Beach, Florida 33436	1,000

ARTICLE VII - PRINCIPAL OFFICE

The principal office of the Corporation shall be located at 2609 Woolbright Road, #4C, Boynton Beach, Florida 33436. Other offices for the transaction of business may be located wherever the Board of Directors may deem necessary or expedient, within the State of Florida.

ARTICLE VIII - BOARD OF DIRECTORS

The name and post office address of the first Board of Directors who shall hold office for the first year of existence of the corporation or until his successor is elected or appointed and has qualified, is as follows:

<u>NAME</u>	<u>ADDRESS</u>
EDGAR M. IBANEZ, M.D.	2609 Woolbright Road, #4C Boca Raton, Florida 33436

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ARTICLE IX - DISQUALIFICATION OF MEMBER OR STOCKHOLDER

If any member or stockholder or professional employee of the corporation who has been rendering professional services within this State becomes legally disqualified to render such professional services, he shall sever all employment with the corporation.

ARTICLE X - APPLICABILITY OF CHAPTER 607

Chapter 607 of the Florida Statutes, applicable to a corporation organized in Florida, shall be applicable to this corporation except to the extent in conflict with Chapter 621, which shall take precedence.

ARTICLE XI - ADDITIONAL POWERS

This corporation shall have full power to carry on transactions and business according with the laws of the United States and the State of Florida and shall have all the general and additional powers now and hereafter conferred by law.

ARTICLE XII - REGISTERED AGENT

The corporation shall have a Registered Agent in the State of Florida for service of process. The Registered Agent shall be:

<u>NAME</u>	<u>ADDRESS</u>
Robert B. Macaulay, Esq.	One Southeast Third Avenue, Suite 2200 Miami, Florida 33131

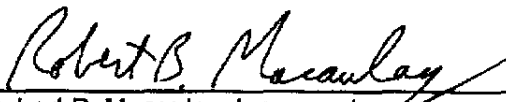
ARTICLE XIII - AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by a vote of two-thirds of the Board of Directors and two-thirds of the Meeting of Member - stockholder in a joint special session convened for that purpose.

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IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hand and affixed his seal on this 21st day of May 2003.


Robert B. Macaulay, Incorporator


STATE OF FLORIDA)
)SS:
COUNTY OF MIAMI-DADE)

The foregoing Articles of Incorporation of EDGAR M. IBANEZ, M.D., P.A., were acknowledged before me this 21st day of May 2003, by Robert B. Macaulay, as Incorporator, who is personally known to me.

[SEAL]



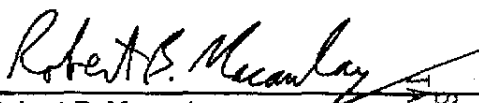
Gladys Vasquez Kropp
Commission # DD 036899
Expires July 30, 2005
Bonded Through
Atlantic Bonding Co., Inc.

Printed name: 
Notary Public, State of Florida

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for EDGAR M. IBANEZ, M.D., P.A. at the place designated in the Articles of Incorporation, Robert B. Macaulay agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping open such office.

Date: May 21, 2003.


Robert B. Macaulay

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