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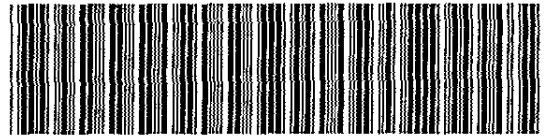
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DB 12/6

**SOBERING, WHITE & LUCZAK, P.A.**  
ATTORNEYS AT LAW

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CHRISTIAN GENDREAU

BARRY J. SOBERING  
OF COUNSEL

November 24, 2003

Secretary of State  
Division of Corporations  
The Capitol  
Tallahassee, Florida 32399

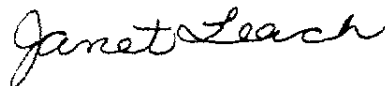
Re: Articles of Incorporation of Marcelino Alvarez, P.A.

Dear Clerk:

Enclosed for filing, please find the original and one (1) copy of Articles of Incorporation for Marcelino Alvarez, P.A. together with our firm check in the amount of \$78.75 which represents the filing fee, registered agent designation and certified copy fee. After filing, please return a certified copy of the Articles of Incorporation to me in the envelope provided.

Should you have any questions, please contact me at the above telephone number.

Very truly yours,



Janet Leach, Legal Assistant to  
Robert B. White, Jr.

Encls.

ARTICLES OF INCORPORATION  
OF  
MARCELINO ALVAREZ, P.A.

FILED  
03 DEC -1 AM 10:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

By these Articles of Incorporation (the "Articles"), the undersigned Incorporator forms a professional service corporation in accordance with Chapter 621, Florida Statutes, and pursuant to the following provisions:

ARTICLE I  
NAME

The name of the professional service corporation shall be MARCELINO ALVAREZ, P.A. which, for convenience, shall be referred to in these Articles of Incorporation as the "Corporation".

ARTICLE II  
DURATION

The Corporation shall exist perpetually unless and until dissolved according to law. Corporate existence of the Corporation shall commence upon the filing of these Articles with the Florida Department of State.

ARTICLE III  
DEFINITIONS

The following words shall have the definitions set forth below for purposes of these Articles:

- 3.1 "Articles" shall mean these Articles of Incorporation.
- 3.2 "Board" or "Board of Directors" shall mean the Board of Directors of the Corporation.
- 3.3 "Bylaws" shall mean the Bylaws of the Corporation.
- 3.4 "Corporation" shall mean and refer to Marcelino Alvarez, P.A., a Florida Professional Service Corporation, its successors and assigns.

ARTICLE IV  
PRINCIPAL OFFICE

The principal office of the Corporation shall be located at 4864 Red Brick Run, Lake Forest, Florida 32771.

**ARTICLE V**  
**REGISTERED OFFICE AND AGENT**

Marcelino Alvarez, whose address is 4864 Red Brick Run, Lake Forest, Florida 32771, is hereby appointed the initial registered agent of the Corporation and the registered office shall be at said address.

**ARTICLE VI**  
**PURPOSE AND POWERS OF THE CORPORATION**

The Corporation is formed for the purposes of engaging in the practice of medicine as a professional service corporation including, without limitation, owning and operating medical facilities associated therewith, engaging in related clinical and laboratory services, all for the purposes of providing medical care and treatment; to own real property, enter into contracts and engage in any lawful business associated with rendering professional medical services; doing everything necessary, proper, or convenient to accomplish any of the foregoing purposes and doing every other act incidental to the foregoing corporate purposes which is not forbidden under the laws of the State of Florida or by the provisions of these Articles of Incorporation. The Corporation shall have all the powers of a professional service corporation organized under the laws of the State of Florida, subject only to such limitations upon the exercise of such powers as may be expressly set forth in these Articles and or the Bylaws of the Corporation. The Corporation shall have the power and authority to perform any and all lawful acts permitted to be done by these Articles and the Bylaws, and to do and perform any and all acts which may be necessary or proper for, or incidental to, the exercise of any of its duties or powers. The purposes of the Corporation shall be carried out only through officers, employees and agents, each of whom is appropriately licensed or otherwise legally qualified to render professional medical services.

**ARTICLE VII**  
**CAPITAL STOCK**

The corporation is authorized to issue 1,000 shares of common stock, each share having a par value of \$1.00 per share

**ARTICLE VIII**  
**VOTING RIGHTS**

Each Stockholder of the Corporation, provided that he or she is appropriately licensed or otherwise legally qualified to render professional medical services, shall be entitled to exercise one vote, for each share of stock in the Corporation which he or she owns, on all matters which, pursuant to the Bylaws of the Corporation, are required to be submitted to and considered by the Stockholders.

**ARTICLE IX**  
**BOARD OF DIRECTORS**

The affairs of the Corporation shall be managed by a Board of one (1) Director, whose number may be either increased or decreased from time to time by amendment to the Bylaws of the Corporation; provided that there shall always be an odd number of directorships created. The names and addresses of person(s) who are to act in the capacity of director until appointment or election of their successors pursuant to these Articles are:

<u>Name</u>	<u>Address</u>
Marcelino Alvarez, M.D.	4864 Red Brick Run, Lake Forest, Florida 32771

#### **ARTICLE X** **OFFICERS**

The affairs of the Corporation shall be administered by a President, Treasurer and Secretary. The officers shall be elected by the Board of Directors at a meeting designated for such purpose, and they shall serve at the pleasure of the Board of Directors.

#### **ARTICLE XI** **INDEMNIFICATION**

11.1 Indemnification. Every director and every officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding whether civil, criminal, administrative or investigative, or any settlement of any proceeding, or any appeal from such proceeding to which he or she may be a party or in which he or she may become involved by reason of his or her being or having been a director or officer of the Corporation, or having served at the Corporation's request as a director or officer of any other corporation, whether or not he or she is a director or officer at the time such expenses are incurred, regardless of by whom the proceeding was brought, except in relation to matters as to which any such director or officer shall be adjudged liable for gross negligence or willful misconduct, provided that in the event of a settlement, the indemnification shall apply only when the Board of Directors of the Corporation approves such settlement and reimbursement as being for the best interest of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

11.2 Expenses of Lawsuits. Expenses incurred in defending a suit or proceeding whether civil, criminal, administrative or investigative may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding if authorized by all of the non-interested directors upon receipt of an undertaking by or on behalf of the director or officer to repay such amount if it shall ultimately be determined that he is not to be indemnified by the Corporation as authorized by these Articles of Incorporation.

11.3 Insurance. The Corporation shall have the power to purchase at its expense and maintain insurance on behalf of any person who is or was a director or officer of the Corporation, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of these Articles.

## ARTICLE XII BYLAWS

The Bylaws of the Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by therein.

## ARTICLE XIII AMENDMENTS

Amendments to these Articles of Incorporation shall be made in the following manner:

13.1 Resolution. The Board of Directors shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of the Stockholders, which may be either the annual or a special meeting.

13.2 Notice. Within the time and in the manner provided in the Bylaws for the giving of notice of meetings of the Stockholders, written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each Stockholder of record entitled to vote thereon. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.

13.3 Vote. At such meeting, a vote of the Stockholders entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of a majority of the Stockholders entitled to vote thereon.

13.4 Multiple Amendments. Any number of amendments may be submitted to the Stockholders and voted upon by them at one meeting.

13.5 Agreement. If a majority of the Stockholders entitled to vote, as provided above, sign a written statement manifesting their intention that an amendment to these Articles be adopted, then the amendment shall thereby be adopted as though the requirements set forth in subsections 13.1 through 13.3 had been satisfied

13.6 Action Without Directors. The Stockholders may amend these Articles without an act of the Directors at a meeting for which notice of any such amendments to be made has been given.

13.7 Filing. A copy of each amendment shall be certified by the Secretary of State, State of Florida.

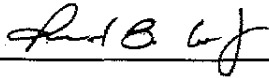

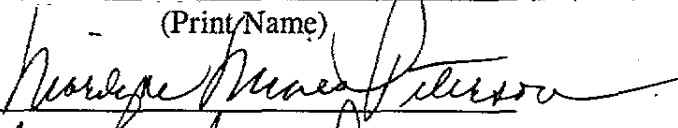
**ARTICLE XIV**  
**INCORPORATOR**

The name and address of the Incorporator to these Articles of Incorporation is as follows:

<u>Name</u>	<u>Address</u>
Marcelino Alvarez, M.D.	4864 Red Brick Run, Lake Forest, Florida 32771

IN WITNESS WHEREOF, the undersigned Incorporator has caused these Articles of Incorporation to be executed on the 13<sup>th</sup> day of November, 2003.

Signed, sealed and delivered  
in the presence of:

 _____	 _____
Robert B. White (Print Name)	Marcelino Alvarez, M.D.
 _____	
MARJANE MINKS PETERSON (Print Name)	

STATE OF FLORIDA )  
 ) S.S.:  
COUNTY OF ORANGE )

The foregoing instrument was acknowledged before me, an officer duly authorized in the State and County aforesaid, to take acknowledgments, this 13<sup>th</sup> day of November 2003, by Marcelino Alvarez, M.D., who is

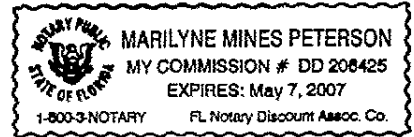
is personally known to me; or  
 has produced \_\_\_\_\_ as identification;

*Marilyne Mines Peterson*  
NOTARY PUBLIC

My Commission Expires:

(Seal)

\_\_\_\_\_  
(Print Name)






**CERTIFICATE DESIGNATING REGISTERED  
AGENT FOR SERVICE OF PROCESS**

Pursuant to Chapters 48 and 617, Florida Statutes, the following is submitted in compliance with said Acts.

Marcelino Alvarez, P.A., desiring to organize as a professional service corporation under the laws of the State of Florida, with its registered office at 4864 Red Brick Run, Lake Forest, Florida 32771, has named Marcelino Alvarez, located at the above-registered office, as its Registered Agent to accept service of process within this State.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-stated 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 Acts relative to keeping open said office.

  
\_\_\_\_\_  
Marcelino Alvarez, M.D., Registered Agent  
Dated: November 13, 2003

FILED  
03 DEC - 1 AM 10:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA