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FLORIDA PROFIT CORPORATION OR P.A.

Julio Cesar Rosales, M.D., P.A.

Certificate of Status	0
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

February 2, 2004

LAZARUS

SUBJECT: JULIO CESAR ROSALES, M.D., P.A.
REF: WD4000004467

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

A corporation may not serve as its own registered agent. Please designate an individual or another active entity filed or registered with this office, having a Florida street address.

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.

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Wanda Cunningham
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

Julio Cesar Rosales, M.D., P.A.

The undersigned natural person, competent and licensed to practice as a reator in the State of Florida, acting hereby as incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of Section 607, Florida General Corporation Act, and Section 621, Florida Professional Service Corporation Act, of the Florida Statutes, does hereby adopt the following *Articles of Incorporation*:

I.

Name of Corporation

The name of this corporation shall be:

**Julio Cesar Rosales, M.D., P.A.
11880 SW 40 Street
Suite 120
MIAMI, FL 33175**

II.

The general nature and purpose of business to be transacted, promoted and carried on by the corporation are as follow:

- a. The Practice as a Doctor.
- b. To engage and render the professional services involved only through its officers, agents and employees who shall be Doctors in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.
- c. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.
- d. To engage in no other business other than the rendition of the professional services specified herein.
- e. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

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III.

Capital Stock

- a. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 100 shares of common stock at One Dollar \$ 1.00 per share par value.
- b. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.
- c. Shares of the corporation's stock and certificate shall be issued only to Doctors in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

IV.

Duration

This Corporation shall have perpetual existence.

V.

Registered Agent

The address of this corporation's initial registered office is 11880 SW 40 Street Suite 120 Miami, FL 33175 and the name of its initial registered agent at said address is Julio Cesar Rosales, M.D.

VI.

Incorporator

The name and address of the incorporator is as follows:

Julio Cesar Rosales, M.D.
11880 SW 40 Street
Suite 120
MIAMI, FL 33175

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VII.

Board of Directors

The Corporation shall have an initial Board of Directors consisting of one person. The number of directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders but shall never be less than one. The name and address of the initial Director of this corporation is:

Julio Cesar Rosales, M.D.
11880 SW 40 Street
Suite 120
Miami, FL 33175

VIII.

Informal Shareholder Action

Any action of the shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

IX.

Severance and Termination of Employment

If any officer, director, stockholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

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X.

Informal Director Action

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be as though it had been authorized at a meeting of the Board of Directors.

XI.

Indemnification

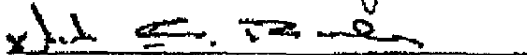
The corporation shall indemnify any officer or director, or any former officer or director, to the fully extent permitted by law.

XII.

Bylaw Amendment

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and Stockholders provided that such amendment be in Compliance with the laws of Florida governing a Professional Service Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in State of Florida, this 27 day of Jan 2004.



Julio Cesar Rosales, M.D.
INCORPORATOR



Julio Cesar Rosales, Registered Agent

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STATE OF FLORIDA

COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledge before me this 27 day of JAN, 2004 by Julio Cesar Rosales, who is personally known to me or who has produced a Florida Drivers License as identification and who did take an oath.

SWORN TO AND SUBSCRIBED, before me this 27 day of JAN, 2004.

Evelyn Chaponick
NOTARY PUBLIC, STATE OF FLORIDA, AT LARGE

My Commission Expires:

Evelyn Chaponick
Print Name of Notary

OFFICIAL NOTARY SEAL
EVELYN CHAPONICK
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. DD711551
MY COMMISSION EXP. APR. 23, 2006

NO 4000019943

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST—JULIO CESAR ROSALES, M.D., P.A.

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF MIAMI, STATE OF FLORIDA, HAS NAMED JULIO CESAR ROSALES, M.D. . . . LOCATED AT MIAMI, FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

Julio C. Rosales
JULIO CESAR ROSALES, M.D.

TITLE: PRESIDENT

DATE: 1-13-04

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES

Julio C. Rosales
JULIO CESAR ROSALES
REGISTERED AGENT

DATE: 1-13-04

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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