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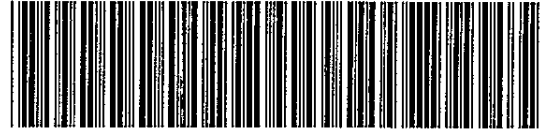
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SPENCER & KLEIN  
PROFESSIONAL ASSOCIATION  
ATTORNEYS AT LAW

PENTHOUSE II B  
TWO ALHAMBRA PLAZA  
CORAL GABLES, FLORIDA 33134

TELEPHONE (305) 446-5711  
TELECOPIER (305) 446-5523

December 3, 2004

*Federal Express*

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32301

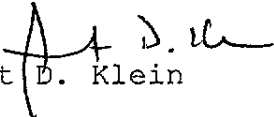
Re: Articles of Incorporation  
MIDWEST PHYSICIAN CONSORTIUM, INC.

Gentlemen:

Enclosed are two (2) executed copies of Articles of Incorporation of MIDWEST PHYSICIAN CONSORTIUM, INC., along with a check in the amount of \$78.75. Please return a certified copy to the undersigned.

If there are any questions, please call.

Very truly yours,

  
Brent D. Klein

BDK/ib  
Enclosures

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION**

**OF**

**MIDWEST PHYSICIAN CONSORTIUM, INC.**

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I**

**NAME**

The name of the corporation is Midwest Physician Consortium, Inc. and its address is Suite 303, 3191 Coral Way, Miami, Florida 33145.

**ARTICLE II**

**DURATION**

The duration of the corporation is perpetual.

**ARTICLE III**

**PURPOSE**

The general purposes for which the corporation is organized are: -

(1) To transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

(2) To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

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**ARTICLE IV**

**AUTHORIZED SHARES**

The aggregate number of shares which the corporation is authorized to issue is 5000 shares, with a par value of \$1.00 per share.

**ARTICLE V**

**REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is Penthouse IIB, Two Alhambra Plaza, Coral Gables, Florida 33134 and the name of its initial registered agent at such address is Brent D. Klein.

**ARTICLE VI**

**DIRECTORS**

The number of directors constituting the board of directors of the corporation shall be determined in accordance with the By-Laws, but shall not be less than one. The number of directors constituting the initial board of directors is one (1). The name and address of the person who is to serve as the member of the initial board of directors are:

Jose Armas  
Suite 303  
3191 Coral Way  
Miami, Florida 33145

**ARTICLE VII**

**INCORPORATOR**

The name and address of the incorporator are:

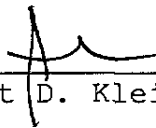
Brent D. Klein  
Penthouse IIB  
Two Alhambra Plaza  
Coral Gables, Florida 33134

ARTICLE VIII

INDEMNIFICATION


The corporation shall indemnify each director, officer and shareholder of the corporation against any and all liability and expenses incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer, director or shareholder of the corporation to the full extent permitted by the laws of the State of Florida.

Executed by the undersigned on the 3rd day of December, 2004.

  
\_\_\_\_\_  
Brent D. Klein

Acknowledgment of Appointment by Registered Agent

Having been named the registered agent for the above corporation at the place designated in the foregoing Articles of Incorporation, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

  
\_\_\_\_\_  
Brent D. Klein  
Registered Agent

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