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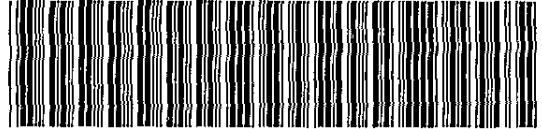
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LAW OFFICES
IVAN A. GOMEZ. P.A.

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

March 21, 2005

FEDERAL EXPRESS# 8481 4307 7610

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

Re: Rios & Lovo Pediatrics, 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 Federal Express return envelope.

Your prompt attention to this matter is appreciated.

Very truly yours,


Ivan A. Gomez

IAG/ys
CAWPDOCS\Rios&Lovo-PA\Filing.L.wpd
Encl.

cc: Marvin J. Rios, M.D.
Manuel A. Lovo, M.D.

**ARTICLES OF INCORPORATION
OF
RIOS & LOVO PEDIATRICS, P.A.
A FLORIDA PROFESSIONAL SERVICE CORPORATION**

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:

**ARTICLE I
NAME**

The name of the Corporation is RIOS & LOVO PEDIATRICS, P.A.

**ARTICLE II
OFFICE AND MAILING ADDRESS**

The initial principal office of the Corporation is located at 11880 Southwest 40th Street, Suite 108, Miami, Florida 33175, 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,

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NINTH JUDICIAL CIRCUIT
MIAMI, FLORIDA

employees, and agents who are duly authorized under the laws of the State of Florida to practice medicine therein.

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 \$1.00 par value 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 is IAG CORPORATE SERVICES, INC.

ARTICLE IX
INITIAL BOARD OF DIRECTORS

The Corporation shall initially have one (2) directors to hold office until the first annual meeting of shareholders and his successor 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 name and address of the initial director of the Corporation is:

<u>Name</u>	<u>Address</u>
Marvin J. Rios, M.D.	11880 Southwest 40 th Street Suite 108 Miami, Florida 33175

Manuel A. Lovo, M.D.

11880 Southwest 40th Street
Suite 108
Miami, Florida 33175

ARTICLE X
INCORPORATOR

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

Name

Address

Ivan A. Gomez, P.A.

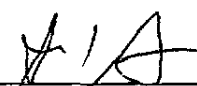
601 Brickell Key Drive
Suite 507
Miami, Florida 33131

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 21 day of MARCH, 2005.

IVAN A. GOMEZ, P.A.

By: 
Ivan A. Gomez, President
Incorporator

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned hereby accepts the appointment as the initial Registered Agent of RIOS & LOVO PEDIATRICS, P.A., as made in the foregoing Articles of Incorporation.

IAG CORPORATE SERVICES, INC.

Date:

3/21/05

By:

Ivan A. Gomez, President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA