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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**CARLOS A. NOGUERA, M.D., P.A.**

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ARTICLES OF INCORPORATION

OF

CARLOS A. NOGUERA, M.D., P.A.

The undersigned incorporator, for the purposes of forming a professional service corporation pursuant to the Professional Service Corporation and Limited Liability Company Act, Chapter 621 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

- FIRST:** The name of the Corporation is CARLOS A. NOGUERA, M.D., P.A. (the "Corporation").
- SECOND:** The principal and mailing address of the Corporation is 8740 N. Kendall Drive, Suite A109 & 110, Miami, Florida 33176.
- THIRD:** The Corporation is authorized to issue 100 shares of common stock, \$0.01 par value per share.
- FOURTH:** The street address of the initial registered office of the Corporation is 2 South Biscayne Boulevard, 21<sup>st</sup> Floor, Miami, Florida 33131, and the registered agent at that address is B & C Corporate Services, Inc.
- FIFTH:** The name and address of the incorporator of the Corporation is Carlos A. Noguera, M.D., 8740 N. Kendall Drive, Suite A109 & 110, Miami, Florida 33176.
- SIXTH:** The Corporation is organized for the purpose of engaging in the practice of medicine in the State of Florida. The Corporation is empowered to transact any and all lawful business for which corporations may be formed under Chapter 607 of the Florida Business Corporation Act.
- SEVENTH:** The Corporation shall have one director initially and the number of directors may be increased or diminished from time to time as provided in the Bylaws but shall never be less than one. The name and address of the initial director of the Corporation is Carlos A. Noguera, M.D., 8740 N. Kendall Drive, Suite A109 & 110, Miami, Florida 33176.
- EIGHTH:** The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.
- NINTH:** The Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

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To: The Florida Dept. of State  
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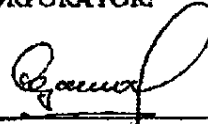
From: Ashley Smith

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IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation of CARLOS A. NOGUERA, M.D., P.A. this 27<sup>th</sup> day of January, 2008.

INCORPORATOR:



\_\_\_\_\_  
Carlos A. Noguera, M.D.

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ACCEPTANCE OF APPOINTMENT  
OF  
REGISTERED AGENT

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The undersigned hereby accepts the appointment as registered agent contained in the foregoing Articles of Incorporation of CARLOS A. NOGUERA, M.D., P.A. and states that it is familiar with and accepts the obligations of Section 607.0505 of the Florida Business Corporation Act.

B & C Corporate Services, Inc.,  
a Florida corporation

By: Gisela Fasco  
Gisela Fasco, Vice President

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