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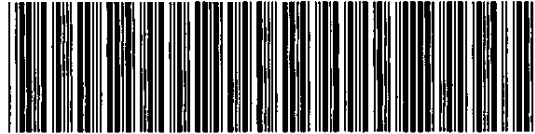
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[Signature]

LAW OFFICES  
OF  
**WATSON & ASSOCIATES, P. A.**

1800 N.W. 49<sup>th</sup> Street, Suite 120  
Fort Lauderdale, Florida 33309  
Telephone (954) 453-5256

JOHN A. WATSON

REPLY TO:

Post Office Box 11066  
Fort Lauderdale, Florida 33339

Telecopier (954) 772-4132

March 17, 2008

VIA FEDEX

Florida Department of State  
Division of Corporations  
Corporate Filings  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

RE: Verano M. Hermida, M.D., P.A.. II

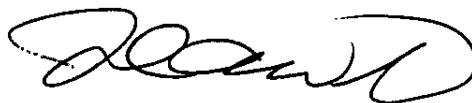
Domingo A. Delgado-Garcia, M.D., P.A. OII

Dear Sir:

Please be advised that I represent Verano M. Hermida, M.D. and Domingo A. Delgado-Garcia, M.D. who are desirous of forming the above referenced corporations. In that vein, please find enclosed Articles of Incorporation for for each corporation for filing with your department together with this firm's trust account checks each in the amount of \$78.75 in payment of the required filing fees. After filing the Articles, please forward me a copies of the date stamped Articles of Incorporation for my file.

Thank you for your attention to this matter. If you have any questions with regard to the foregoing, please do not hesitate to contact me.

Sincerely,



JOHN A. WATSON  
For the Firm

JAW:js  
Enclosures

**ARTICLES OF INCORPORATION**

**OF**

**VERANO M. HERMIDA, M.D., P.A. II**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person over the age of 18 years, competent to contract, and a person who is licensed to render professional medical services in the State of Florida, hereby present these Articles for the formation of a corporation under the Professional Service Corporation Act, and other laws of the State of Florida.

**ARTICLE I**

**Name**

The name of this corporation is VERANO M. HERMIDA, M.D., P.A. II

**ARTICLE II**

**Nature of Business Purpose**

This corporation is organized for the following purposes:

- (a) To engage in the practice of medicine as a professional corporation and to own and operate a medical clinic for the purposes of providing medical care and treatment.
- (b) To promote medical, surgical, and scientific research and knowledge; and to furnish related laboratory and clinical services.
- (c) To invest the funds of the Corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and to own real and personal property, enter into contracts, and engage in any lawful business necessary for the rendering of the professional medical services.
- (d) To do everything necessary and proper for the accomplishment of any of the purposes, or the attaining of any of the objects, or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the Corporation, and in general, either alone or in association with other corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes, the attainment of the objects, or the furtherance of such purposes or objects of the Corporation.

The purposes of this Corporation shall be carried out only through officers, employees, and agents, each of whom is licensed or otherwise legally qualified to render professional medical services in the State of Florida.

The foregoing paragraphs shall be construed as enumerating both objects and purposes of the Corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of the Corporation otherwise permitted by law.

ARTICLE III  
Capital Stock

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having a par value of \$0.01 per share. None of the shares of the Corporation may be issued to anyone other than an individual duly licensed to render professional medical services in the State of Florida.

ARTICLE IV  
Terms of Existence

The Corporation is to exist perpetually.

ARTICLE V  
Address

The initial post office address of the principal office of the Corporation in the State of Florida is 1000 N.E. 56<sup>th</sup> Street, 2<sup>nd</sup> Floor, Fort Lauderdale, Florida 33334. The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

ARTICLE VI  
Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 1000 N.E. 56<sup>th</sup> Street, 2<sup>nd</sup> Floor, Fort Lauderdale, Florida 33334, and the name of the initial registered agent of this Corporation at that address is VERANO M. HERMIDA, M.D.

ARTICLE VII  
Directors

The Business of the Corporation shall be managed by its Board of Directors. The number of directors constituting the entire Board shall not be less than one; and such minimum may be increased or decreased from time to time by amendment of the By-Laws in a manner not prohibited by law. Until so changed the number shall be one.

ARTICLE VIII  
Initial Directors

The names and street address of the members of the first Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
VERANO M. HERMIDA, M.D.	1000 N.E. 56 <sup>th</sup> Street 2 <sup>nd</sup> Floor Fort Lauderdale, Florida 33334

ARTICLE IX  
Subscribers

The name and street address of the person signing the Articles of Incorporation as a subscriber, who is a person duly licensed under the laws of the State of Florida to render professional medical services is:

<u>NAME</u>	<u>ADDRESS</u>
VERANO M. HERMIDA, M.D.	1000 N.E. 56 <sup>th</sup> Street 2 <sup>nd</sup> Floor Fort Lauderdale, Florida 33334

ARTICLE X  
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 XI  
Cumulative Voting for Directors

At all elections of directors of the Corporation, each shareholder shall be entitled to as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting) he would be entitled to cast for the election of directors with respect to his shares of stock multiplied by the number of directors to be elected, and he may cast all such votes for a single director, or may distribute them among the number to be voted for, or any two or more of them, as he may see fit.

ARTICLE XII  
Contracts

No contract or other transaction between the Corporation and any other corporation shall be affected by the fact that any director of the Corporation is interested in, or is a director or officer of, such other

corporation, and any director individually or jointly, may be a party to, or may be interested in, any contract or transaction of the Corporation or in which the Corporation is interested; and no contract or other transaction of the Corporation with any person, firm, or corporation which is a party in any way connected with such person, firm or corporation and every person is hereby relieved from any liability that might otherwise exist from contracting with the Corporation for the benefit of himself or any firm, association, or corporation in which he may be in any way interested.

### ARTICLE XIII Removal of Directors

Any director of the Corporation may be removed at any annual or special meeting of the stockholders by the same vote as that required to elect a director.

### ARTICLE XIV Restraint of Alienation of Shares

The shareholders of the Corporation shall have the power to include in the By-Laws, adopted by a two-thirds majority of the stockholders of the Corporation, 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. 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, and such sale or transfer may be made only after the same shall have been approved at a stockholder's meeting specially called for such purposes. If any shareholder shall become legally disqualified to practice medicine in the State of Florida, or be elected to a public office, or accept employment that 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 By-Laws adopted by the shareholders.

### ARTICLE XV Additional Corporate Powers

In furtherance and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objects hereinabove stated, the Corporation shall have all the following powers:

(a) To enter into, or become a partner in, any arrangement for sharing profits, union of interest, or cooperation, joint venture, or otherwise, with any person, firm, or cooperation for the purpose of rendering professional medical services.

(b) To deny to the holders of the common shares of the Corporation any preemptive right to purchase or subscribe to any new issues of any type shares of the Corporation, and no shareholder shall have any preemptive right to subscribe to any such shares.

(c) At its option, to purchase and acquire any or all of its stock owned and held by any such shareholders who should desire to sell, transfer, or otherwise dispose of his shares in accordance with the By-Laws adopted by the shareholders of the Corporation setting forth the terms and conditions of such purchase; provided, however, that the capital of the Corporation is not impaired.

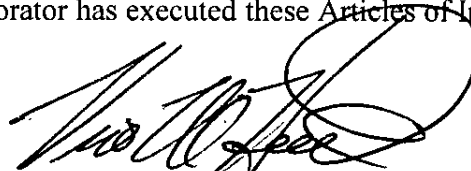
(d) At its option, to purchase and acquire the shares owned and held by any shareholder who dies, in accordance with the By-Laws adopted by the shareholders of the Corporation setting forth the terms and conditions of such purchase; provided, however, that the capital of the Corporation is not impaired.

(e) To enter into, for the benefit of its employees, on or more of the following: (1) a pension plan, (2) a profit sharing plan, (3) a stock bonus plan, (4) a thrift and savings plan, (5) a restricted stock option plan, or (6) other retirement or incentive compensation plans.

ARTICLE XVI  
Amendment

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of shareholders are subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on March 14, 2008.

  
\_\_\_\_\_  
VERANO M. HERMIDA, M.D.

STATE OF FLORIDA

COUNTY OF BROWARD

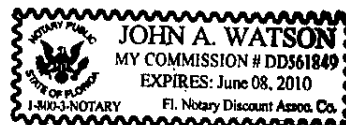
I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the state and county aforesaid to take acknowledgments, personally appeared VERANO M. HERMIDA, M.D., known to be the person named in the foregoing instrument who is personally known to me or who has produced \_\_\_\_\_ as identification and who did take an oath and acknowledged before me that he executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I hereunto set my hand and official seal in the county and state last aforesaid, this 14<sup>th</sup> day of March, 2008.



NOTARY PUBLIC

My Commission Expires:





**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, THAT VERANO M. HERMIDA, M.D., P.A. II DESIRING TO ORGANIZE OR QUALIFY  
UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT  
1000 N.E. 56<sup>TH</sup> STREET, 2<sup>ND</sup> FLOOR, FORT LAUDERDALE, FLORIDA 33334, HAS NAMED  
VERANO M. HERMIDA, M.D., 1000 N.E. 56<sup>TH</sup> STREET, 2<sup>ND</sup> FLOOR, FORT LAUDERDALE,  
FLORIDA 33334, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE: 

VERANO M. HERMIDA, M.D.

TITLE: INCORPORATOR & PRESIDENT

DATED: March 14, 2008

**FILED**  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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 ACCEPT TO COMPLY WITH THE PROVISIONS OF  
ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES

SIGNATURE: 

VERANO M. HERMIDA, M.D.

Registered Agent

DATE: March 14, 2008