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Division of Corporations

CAPITAL CONNECTION

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TALLAHASSEE, FLORIDA

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FLORIDA PROFIT/NON PROFIT CORPORATION

LAKE WALES PEDIATRIC/INTERNAL MEDICINE, P.A.

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**ARTICLES OF INCORPORATION
OF
LAKE WALES PEDIATRIC/INTERNAL MEDICINE, P.A.**

The undersigned subscribers, being duly licensed to practice medicine under the laws of the State of Florida, adopt these Articles of Incorporation to form a corporation under the Professional Service Corporation and Limited Liability Company Act, F.S. Chapter 621, and other laws of the State of Florida.

**ARTICLE I
NAME**

The name of the professional service corporation is LAKE WALES PEDIATRIC/INTERNAL MEDICINE, P.A.

**ARTICLE II
PRINCIPAL OFFICE**

The principal office and mailing address of this corporation is 1110 Druid Circle, Suite A, Lake Wales, FL 33853.

**ARTICLE III
PURPOSE**

The professional service corporation is formed to engage in every phase and aspect of the practice of medicine. In addition, the corporation may invest the funds of the professional service corporation in real estate, mortgages, stocks, bonds or any other type of investment, and own real and personal property necessary for the rendering of professional services.

**ARTICLE IV
TERM OF EXISTENCE**

The professional service corporation shall have perpetual existence starting on the date these articles of incorporation are filed by the Florida Department of State.

**ARTICLE V
CAPITAL STOCK**

The capital stock for the professional service corporation shall be 7,500 shares of common stock having a par value of \$01 per share.

None of the shares of the professional service corporation may be issued to anyone other than an individual duly licensed to practice medicine in the State of Florida.

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ARTICLE VI
REGISTERED OFFICE AND AGENT

The address of the initial registered office of this professional service corporation is 1110 Druid Circle, Suite A, Lake Wales, FL 33853. The initial registered agent at that address is OSCAR A. OROPEZA, M. D..

ARTICLE VII

The business of the corporation shall be managed by its board of directors. The initial board of directors shall consist of two (2) Member(s). The name(s) and address(es) of the Member(s) of the first board of directors is/are:

OSCAR A. OROPEZA, M. D.
1110 Druid Circle, Suite A
Lake Wales, FL 33853

MARIA C. SOLORZANO, M. D.
1110 Druid Circle, Suite A
Lake Wales, FL 33853

ARTICLE VIII
SUBSCRIBERS

The names and addresses of the persons signing these Articles of Incorporation are:

OSCAR A. OROPEZA, M. D.
1110 Druid Circle, Suite A
Lake Wales, FL 33853

MARIA C. SOLORZANO, M. D.
1110 Druid Circle, Suite A
Lake Wales, FL 33853

ARTICLE IX
RESTRAINT ON ALIENATION OF SHARES

The shareholders of the professional service corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of the shareholders of the professional service corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer or other disposition of any of the outstanding stock of the professional service 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 of the disposition shall be determined by the shareholders of the professional service corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of the professional service corporation may sell or transfer stock in the corporation except to another individual who is eligible to be a shareholder of the professional service corporation, and the sale or transfer may be made only after it has been approved at a shareholder meeting especially called for that purpose. If any shareholder becomes legally disqualified to practice medicine in the state of Florida, is elected to public office or accepts employment that places restrictions or limitations on the continuous rendering of such professional services, that shareholder's shares of stock shall immediately become subject to purchase by the professional service corporation in accordance with the bylaws adopted by the shareholders.

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ARTICLE X

The corporation reserves the right to amend or repeal any provisions in these articles of incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation of LAKE WALES PEDIATRIC/INTERNAL MEDICINE, P.A. this 31st day of March, 2008.


OSCAR A. OROPEZA, M. D., Subscriber


MARIA C. SOLORZANO, M. D., Subscriber

STATE OF FLORIDA
COUNTY OF POLK

The foregoing Articles of Incorporation was acknowledged before me this 31st day of March, 2008, by OSCAR A. OROPEZA, M. D., [] who is personally known to me or [X] who has produced Driver's License as identification.



Notary Public/State of Florida at Large

My Commission Expires:




Faye S. Anderson
Commission # DD442897
Expires October 20, 2009
Florida Notary Public - Insurance, Inc. 800-365-7019

(SEAL)

STATE OF FLORIDA
COUNTY OF POLK

The foregoing Articles of Incorporation was acknowledged before me this 31st day of March, 2008, by MARIA C. SOLORZANO, M. D., [] who is personally known to me or [X] who has produced Driver's License as identification.



Notary Public/State of Florida at Large

My Commission Expires:



Faye S. Anderson
Commission # DD442897
Expires October 20, 2009
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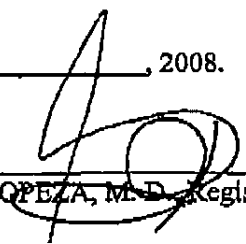
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ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of LAKE WALES
PEDIATRIC/INTERNAL MEDICINE, INC., which is contained in the foregoing Articles of
Incorporation.

DATED this 31st day of March, 2008.



OSCAR A. OROPEZA, M.D., Registered Agent

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