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THEODORE J. KLEIN  
ATTORNEY AT LAW  
VENTURE CENTRE  
18855 N.E. 2ND AVENUE, SUITE 301  
NORTH MIAMI BEACH, FLORIDA 33162

FAX (305) 653-3560

PHONE (305) 770-0370

January 3, 1995

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

RE: Nestor Garcia, M.D., P.A.

Dear Division of Corporations:

Enclosed please find original and one copy of the Articles of Incorporation for the above referenced professional association. I have also enclosed a check in the amount of \$122.50 to cover the cost of filing the Articles of Incorporation. When the Articles have been filed, please forward a certified copy to the undersigned at the address indicated above.

Thank you in advance for your cooperation in this matter.

Very Truly Yours,



Theodore J. Klein,  
Attorney at Law

Enclosure  
cc: Nestor Garcia, M.D.  
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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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Articles of Incorporation  
of  
Nestor Garcia, M.D., P.A.

**THE UNDERSIGNED**, being of legal age and a natural person, does hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

**FIRST:** The name of this corporation shall be:

Nestor Garcia, M.D., P.A.

**SECOND:** This corporation shall commence its existence on the date of filing these Articles of Incorporation with the Florida Department of State and this corporation shall exist perpetually thereafter unless sooner dissolved according to law.

**THIRD:** This corporation is formed to engage in the professional medical practice of psychiatry in the State of Florida and to do everything necessary, proper or convenient for the accomplishment of any of the purposes herein set forth, and to do every other act incidental thereto which is not forbidden by the laws of the State of Florida or by the provisions of these Articles of Incorporation. The corporation shall carry out the above purposes through duly licensed or otherwise lawfully authorized physicians.

**FOURTH:** This corporation is authorized to issue One Hundred (100) shares of common stock which shall be designated as "common shares". All of said stock shall be payable in cash, or payable in property (real or personal), labor or services in lieu of cash, at a just valuation to be fixed by the board of directors of this corporation. The shares of stock in this Corporation may only be issued to those individuals who are duly licensed to practice podiatry in the State of Florida and stockholders of this Corporation may not 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.

**FIFTH:** The initial mailing address and principal place of business of this corporation shall be 11501 N.W. 2 Avenue, Miami, Florida 33168 with the privilege of having its offices and branch offices at other places within or without the State of Florida.

**SIXTH:** The name of the initial registered agent of this corporation is Theodore J. Klein, Esq., whose address is 168.5 N.E. 2nd Ave., Suite 301, North Miami Beach, Florida 33162.

**SEVENTH:** The name of the incorporator signing these Articles of Incorporation is Nestor A. Garcia, M.D., whose address is 533 N.E. 92 Street, Miami Shores, Florida 33138. The undersigned is duly licensed by the State of Florida to practice medicine.

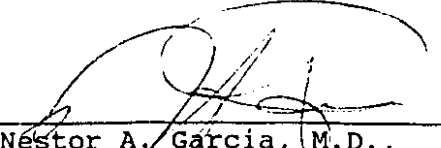
**EIGHTH:** No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the board of directors or a majority thereof, and any director of this corporation who is also a director or officer of such other corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting of the board of directors of this corporation which shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

**NINTH:** The private property of the shareholders shall not be subject to the payment of corporate debts to any extent whatsoever. The corporation shall have a first lien on the common shares of its shareholders and upon the dividends due them, if any, for any indebtedness of such shareholder to the corporation.

**TENTH:** This corporation shall indemnify and hold harmless and insure its officers and directors to the fullest extent permitted by law, either now or hereafter.

**ELEVENTH:** This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

**IN WITNESS WHEREOF,** the undersigned incorporator has executed these Articles of Incorporation on this 30 day of December, 1994.

  
Néstor A. García, M.D.,  
Incorporator

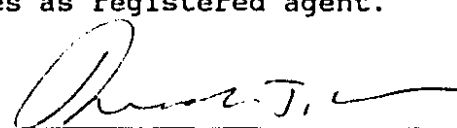
**CERTIFICATE DESIGNATING PLACE AND NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED**

In compliance with Section 607.0501, Florida Statutes, it is submitted that **Nestor Garcia, M.D., P.A.**, desiring to organize under the laws of the State of Florida, has, on this 3<sup>rd</sup> day of December, 1994, named Theodore J. Klein, Esq., whose address is 16855 N.E. 2nd Avenue, Suite 301, North Miami Beach, Florida 33162, as its agent to accept service of process within Florida (registered agent).

  
Nestor A. Garcia M.D.,  
Incorporator

**ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT**

Having been named as registered agent and to accept service of process for the above stated corporation, at the place designated in the Articles of Incorporation and in the certificate, I hereby agree, on this 3<sup>rd</sup> day of December, 1994, to accept the appointment as registered agent and to act in this capacity. I further agree to comply with the provision of all statutes relating to the proper performance of my duties, and I am familiar with and accept the obligations of my duties as registered agent.

  
Theodore J. Klein,  
Registered Agent

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STATE  
RECORDS  
SECTION