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ZIEGLER & GINSBURG

PROFESSIONAL ASSOCIATION
370 MINORCA AVENUE, SUITE 21
CORAL GABLES, FLORIDA 33134

EDWIN M. GINSBURG
S HARVEY ZIEGLER

TELEPHONE: (305) 444-5878
FACSIMILE: (305) 444-3937

January 11, 1995

Secretary of State
P.O. Box 6327
Tallahassee, Florida 32314

FILED
JAN 11 1995
TALLAHASSEE, FLORIDA
444-5878

Re: CESARE A. O. DIROCCO, P.A.

Gentlemen:

We wish to incorporate this new corporation (professional association): **CESARE A. O. DIROCCO, P.A.**

In that regard, we enclose:

1. An original, plus one additional copy of the Articles of Incorporation.
2. Our law firm check in the amount of \$122.50, representing payment of the \$70.00 filing fee, plus an additional \$52.50 fee for payment of a certified copy of the Articles of Incorporation, which we would like to have returned to us after filing.

Please note that the Designation and Acceptance of Registered Agent and address of the Registered Office are contained within the Articles on Pages 3, 4 and Page 8 thereof.

Please acknowledge receipt of this letter and documents by signing the enclosed copy of this letter and returning the letter to us in the enclosed, self addressed, stamped envelope. After filing, please forward to us a certified copy of the Articles of Incorporation.

[Continued on Page 2...]

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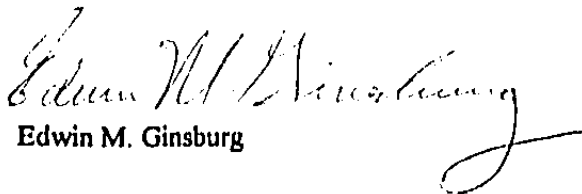
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Re: CESARE A. O. DIROCCO, P.A.

Should you have any questions, please telephone me.

Thank you for your kind cooperation.

Sincerely,


Edwin M. Ginsburg

EMG/res
Enclosures
PHAT:DIROCCO:R:RAC:STAT:L:1

THIS WILL ACKNOWLEDGE RECEIPT of this letter along with the above mentioned enclosed documents.

FLORIDA DEPARTMENT OF STATE

By: _____

Print Name

Dated this _____ day of January, 1995

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 JAN 17 PM 1:57

ARTICLES OF INCORPORATION
OF
CESARE A. O. DI ROCCO, P.A.

The undersigned, subscriber to these Articles of Incorporation, a natural person competent to contract, hereby presents these Articles for the formation of a corporation under the provisions of Chapter 621, Florida Statutes, also known as The Professional Service Corporation Act, and other applicable laws of the State of Florida.

ARTICLE I.

NAME

The name of this Corporation shall be: CESARE A. O. Di ROCCO, P.A.

ARTICLE II.

NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is:

To engage in every phase and aspect of conducting the practice of medicine and providing medical services, to own and operate a medical doctor's office through persons licensed to practice medicine, and generally to engage in the business of rendering the same professional services to the public that a medical doctor, duly licensed as such under the laws of the State of Florida, is authorized to render, but such professional services shall be rendered only through officers, employees, and agents who are duly licensed under the laws of the State of Florida to practice medicine therein.

To invest the funds of this 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.

To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objectives or the furtherance of any of the objectives or 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 or the attainment of the objectives or the furtherance of such purposes or objectives of this corporation.

To engage in any lawful activity or to transact any lawful business for which corporations may be incorporated under The Professional Service Corporation Act of the State of Florida.

The foregoing paragraphs shall be construed as enumerating both objectives and purposes of this 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 this corporation otherwise permitted by law.

ARTICLE III.

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having a par value of \$1.00 per

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

ARTICLE IV.

INITIAL CAPITAL

The amount of capital with which this corporation shall commence business shall be not less than Five Hundred (\$500.00) Dollars.

ARTICLE V.

TERM OF EXISTENCE

This Corporation is to exist perpetually unless sooner dissolved according to law.

ARTICLE VI.

ADDRESS

The street address of the initial registered office and of the principal office of this corporation in the State of Florida is 3301 N.E. 5th Avenue, P.H.-2, Miami, Florida 33137. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VII.

DIRECTORS

This Corporation shall have a Board of Directors composed of that number of Directors determined in accordance with the provisions of the By-Laws. The number of directors may be increased or diminished from time to time by Amendments to the By-Laws duly adopted by the shareholders, but shall never be less than one (1). If required by the

ethics of the medical profession, directors shall be required to possess the same professional qualifications as shareholders are required to possess.

ARTICLE VIII.

INITIAL DIRECTOR

The name and post office address of the sole member of the first Board of Directors is:

| <u>NAME</u> | <u>ADDRESS</u> |
|-----------------------|--|
| CESARE A. O. Di ROCCO | 3301 N.E. 5th Avenue, P.H.-2 Miami, Florida 33137 |

ARTICLE IX.

SUBSCRIBER

The name and post office address of the subscriber of these Articles of Incorporation, who is a person duly licensed to practice medicine in the State of Florida, is:

| <u>NAME</u> | <u>ADDRESS</u> |
|-----------------------|--|
| CESARE A. O. Di ROCCO | 3301 N.E. 5th Avenue, P.H.-2 Miami, Florida 33137 |

ARTICLE X

REGISTERED AGENT

The name and post office address of the registered agent of the corporation is:

| <u>NAME</u> | <u>ADDRESS</u> |
|-----------------------|--|
| CESARE A. O. Di ROCCO | 3301 N.E. 5th Avenue, P.H.-2 Miami, Florida 33137 |

ARTICLE XI.
VOTING TRUSTS

No shareholder of this 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 XII.
RESTRAINT ON ALIENATION OF SHARES

The shareholders of this corporation shall have the power to include in the By-Laws, adopted by a majority of the shareholders of this corporation, any regulatory or restrictive provisions regarding any proposed sale, transfer, or other disposition of any of the outstanding shares of this corporation by any of its shareholders, including the sale, transfer or disposition of said shares in the event of the death of any of its shareholders. The manner and form, as well as relevant terms, conditions, and details hereof, shall be determined by the shareholders of this corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless existence of such provisions shall be plainly written upon the certificate evidencing the ownership of such stock. No shareholder of this corporation may sell or transfer his shares therein except to another individual who is eligible to be a shareholder of this corporation. If any shareholder becomes legally disqualified to practice medicine in the State of Florida, or accepts employment that places restrictions or limitations upon his continuous rendering of such professional services, such shareholder's shares shall immediately become subject to purchase by this corporation in accordance with the By-Laws adopted by the shareholders.

ARTICLE XIII.

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, this corporation shall have all and singular the following powers:

This corporation shall have the power to enter into, or become a partner in, any arrangement for sharing profits, union of interest, or corporation, joint venture or otherwise, with any person, firm, or corporation to carry on any business which this corporation has the direct or incidental authority to pursue.

This corporation shall have the power to deny to the holders of the common stock of this corporation any pre-emptive right to purchase or subscribe to any new issues of any type stock of this corporation, and no shareholder shall have any pre-emptive right to subscribe to any such stock.

This corporation shall have the power, at its option, to purchase and acquire any and all of its shares owned and held by any such shareholder as should desire to sell, transfer, or otherwise dispose of his shares, in accordance with the By-Laws adopted by the shareholders of this corporation setting forth the terms and conditions of such purchase; provided, however, that the capital of this corporation is not impaired by such purchase.

This corporation shall have the power, 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 this corporation setting forth the terms and

conditions of such purchase; provided, however, that the capital of this corporation is not impaired by such purchase.

This corporation shall have the power to enter into, for the benefit of its employees, one or more of the following:

- (1) insurance plan(s), including without limitation group health insurance, hospitalization insurance, and dental insurance;
- (2) a pension plan;
- (3) a profit sharing plan, if such a plan is not otherwise prohibited by the Code of Ethics of the Profession;
- (4) a stock bonus plan;
- (5) a thrift and savings plan;
- (6) a restricted stock option plan; or
- (7) other retirement or incentive compensation plans.

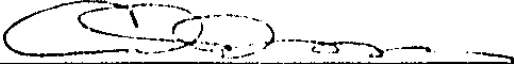
ARTICLE XIV.

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 shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, I, CESARE A. O. DI ROCCO, the subscriber (incorporator) and the registered agent, have hereunto duly executed these Articles of Incorporation as of the day heretofore affixed

Dated: December 7th, 1994

 (SEAL)
CESARE A.O. DIROCCO, Subscriber (Incorporator)

CESARE A.O. DI ROCCO, NAMED AS THE RESIDENT AGENT IN THE ABOVE AND FOREGOING ARTICLES OF INCORPORATION, hereby accepts the appointment as Registered Agent and acknowledges that he is familiar with, and accepts the obligations imposed upon Registered Agents under the applicable Florida Statutes, including specifically but without limitation the provisions of Section 607.0505 of the Florida Statutes.

(SEAL)

Dated: December 7th, 1994


CESARE A.O. DIROCCO, Registered Agent

STATE OF FLORIDA)
)SS:
COUNTY OF DADE)

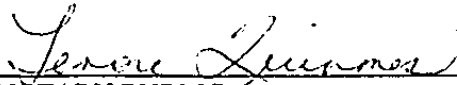
BEFORE ME, the undersigned authority, personally appeared CESARE A. O. DIROCCO, and he is personally known to me or he has produced _____ as identification, and he acknowledged before me that he, as the Subscriber (Incorporator) and as the Registered Agent identified above, executed the above and foregoing for the uses and purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal, at Dade County, Florida, this 7th day of December, A.D., 1994.

My Commission Expires:



LENORE QUINONES
My Commission CC368738
Expires Apr. 27, 1998
Bonded by HAI
800-422-1555


NOTARY PUBLIC
State of Florida at Large
LENORE QUINONES
Printed, stamped or typed name of Notary, and Serial
No., if any

[NOTARIAL SEAL]
Data/dirocco:att.1

