

P95000006237

TRANSMITTAL LETTER

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

Department of State
Division of Corporations
409. E. Gaines St.
Tallahassee, FL 32399

Subject: MEDICARD ONCALL MEDICAL GROUP, INC.
(proposed corporate name)

Enclosed please find an original and one copy of the articles
of incorporation for the above corporation and check in the
amount of \$ 78.75 to include certificate of status.

From: Pennell Medical Services, Inc. 0/0
Osorio Rodriguez
2100 Canal Way Ste 304
Miami, FL 33145

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
OF
MEDICARD ONCALL MEDICAL GROUP, INC.

ARTICLE I - NAME

The name of the corporation shall be:
MEDICARD ONCALL MEDICAL GROUP, INC.

ARTICLE II - ADDRESS

The address of the principal office until further notice
is: 2100 Coral Way, Ste. 304, Miami, FL 33145.

ARTICLE III - CAPITAL STOCK

The number of shares that this corporation is authorized
to have outstanding is one thousand shares (1000) at one
dollar (\$1.00) par value.

ARTICLE IV - INITIAL REGISTERED AGENT AND OFFICE

The initial registered agent of this corporation is: David
Rodriguez and the registered office is 2100 Coral Way
Suite 304, Miami, FL 33145.

ARTICLE V - INCORPORATOR

The name and street address of the incorporator to these
Articles of Incorporation is:

David Rodriguez
2100 Coral Way Ste. 304
Miami, FL 33145.

ARTICLE VI - DURATION

This corporation shall have a perpetual existence unless
dissolved according to law.

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ARTICLE VII - PURPOSE

The purposes for which this corporation is organized are:

- (a) To engage and transact any and all lawful business which corporations normally do within the State of Florida.
- (b) To operate any legal business at the wholesale or retail level (or both) including but not limited to sales or services related to a medical office operation.

ARTICLE VIII - INDEMNIFICATION

This corporation shall indemnify any officer or director, or any agent, to the full extent permitted by law.

ARTICLE IX - INITIAL BOARD OF DIRECTORS

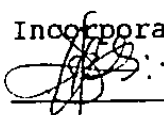
The business of this corporation shall be managed by a Board of Directors consisting of one or more members, the exact number to be determined from time to time in accordance with the By-Laws. The initial Board of Directors shall consist of four directors as follows:

Gaston J. Larco	Director and President 2100 Coral Way, Ste 304, Miami, FL 33145
Marta N. Luaces-Rodriguez	Director and Chairman 2100 Coral Way, Ste 304, Miami, FL 33145
David Rodriguez	Director and Vice-President 2100 Coral Way, Ste 304, Miami, FL 33145
Frank Ponce De Leon	Director and Treasurer 2100 Coral Way, Ste 304, Miami, FL 33145
Mayda A. Menendez	Director and Secretary 2100 Coral Way, Ste 304, Miami, FL 33145

ARTICLE X - BY-LAWS

The Board of Director shall adopt By-Laws for this Corporation which may be amended, altered or repealed by the shareholders or directors in any manner permitted by law.

The undersigned incorporator has executed these Articles of Incorporation this 18 day of January 1995.

 , David Rodriguez

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is _____

MEDICARD ONCALL MEDICAL GROUP, INC.

2. The name and address of the registered agent and office is:

Name David Rodriguez

Address 2100 Coral Way, Ste 304, Miami, FL 33145

The following officer of this corporation has authorized the above person and office to be its registered agent and registered office.

Signature 

Vice-President

Title _____

Date JAN. 18, 1995

ACCEPTANCE BY AGENT

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT

Signature 

Date JAN. 18, 1995