

Charter Number Only

P950000/0125

1-311-
De Valdez & Assoc.
Requestor's Name
8404 SW 40 St.
Address
MIAMI FL 33155
City State ZIP Phone

INFORMATION ONLY

FILED
95 FEB - 7 1995

CORPORATION(S) NAME

JOSE MARTINEZ MD P.A.

1-800-432-3028
TOLL FREE: 1-800-432-3028

- Profit
- NonProfit
- Amendment
- Merger
- Foreign
- Dissolution
- Mark
- Limited Partnership
- Annual Report
- Other
- Reinstatement
- Reservation
- Change of Registered Agent
- Certified Copy
- Photo Copies
- Certificate Under Seal
- Call When Ready
- Call If Problem
- After 4:30
- Walk In
- Will Wait
- Pick Up
- Mail Out

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

H. SIMS FEB - 7 1995
CERTIFIED COPY
608, 615, 611
695-2405
H. SIMS FEB - 2 1995

MPire
Toll Free: 1-800-432-3028



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 2, 1995

EMPIRE

MIAMI, FL

SUBJECT: JOSE MARTINEZ MD P.A.
Ref. Number: W9500002405

95 FEB -7 11 2 59

95 FEB -7 11 12 44
FILED

We have received your document for JOSE MARTINEZ MD P.A. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6052.

Hope Sims
Corporate Specialist

Letter Number: 495A00004481

ARTICLES OF INCORPORATION
OF

JOSE MARTINEZ MD P.A.

ARTICLE I. NAME

JOSE MARTINEZ MD P.A.

ARTICLE II. PURPOSE

The purpose of the corporation is to engage (practice the profession of medicine or perform the service of medicine). The sole and exclusive professional service to be rendered by the corporation are medical services.

ARTICLE III. CAPITAL STOCK

The total number of shares of capital stock which the corporation shall be authorized to issue is five hundred shares, 500 (Such shares shall be of a single class of common stock, and shall have a par value of one Dollar (\$1.00) per share or Such shares shall be divided into classes as follows: Common Stock.

ARTICLE IV. CAPITALIZATION

The amount of capital with which the corporation will begin to practice the profession of medicine or perform the service of medicine is not less than Five Hundred Dollars (\$ 500.00).

ARTICLE V. DURATION

The corporation shall have perpetual existence commencing upon the filing of these articles.

ARTICLE VI. REGISTER AGENT AND INITIAL REGISTERED OFFICE.

The initial registered agent and the street of the initial registered office of this corporation in the State of Florida shall

be:

DAGOBERTO VALDES
8404 S.W. 40 STREET
MIAMI, FL 33155

FILED
95 FEB 1 1995
FIDELITY & SECURITY

ARTICLE VII. MANAGEMENT BY SHAREHOLDERS

The corporation shall be a close corporation within the meaning of, and governed by, the Florida Close Corporation Act. The business of the corporation shall be managed by its shareholders pursuant to Section 608.72 of the Florida Statutes, and there shall be no directors.

ARTICLE VIII. SUBSCRIBERS

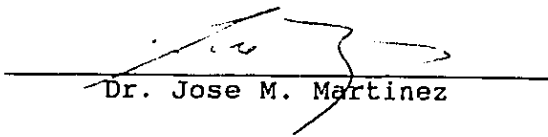
The name and address of each person signing these articles of incorporation as a subscriber is:

Dr. Jose M. Martinez 516 Majorca Avenue, Coral Gables, FL 33134

ARTICLE IX. DISSOLUTION

The corporation may be dissolved at any time (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least 2/3 (two-thirds) of the outstanding shares of the corporation entitled to vote thereon. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

In witness hereof, we, the undersigned incorporators of this corporation, have executed these articles of incorporation at Miami, January 30, 1995.

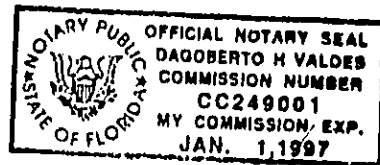

Dr. Jose M. Martinez


STATE OF FLORIDA

COUNTY OF DADE

Before me, personally appeared Jose M. Martinez, known to me to be the person signing the above articles of incorporation, who after being duly sworn, he acknowledge before me, that he subscribes to them.

Miami, January 30, 1995




Dagoberto Valdes
Notary Public

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

FILED
95 FEB - 7 PM 12:44
CLERK OF DISTRICT COURT
MIAMI, FLORIDA

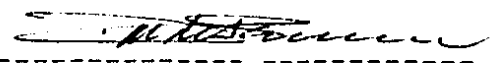
In compliance with section 48.091, Florida Statutes, the following is submitted:

That JOSE MARTINEZ MD P.A.

desiring to organize under the laws of the State of Florida with its principal office of Incorporation at: 2541 S.W. 27 AVENUE, SUITE 201, MIAMI, FL 33133, has appointed DAGOBERTO VALDES, 8404 S.W. 40 ST., MIAMI, FL 33155, County of Dade, State of Florida, as its agent to accept services of process within the State of Florida.

Acknowledgement:

Having been named to accept services of process for the above named Corporation at the place designated in this certificate, the undersigned agrees to comply with the provisions of Florida Law relative to keep the designated office open.



Dagoberto Valdes
Agent

P950000/0125

DeWaldes & Associates, Inc

Requestor's Name

8404 S.W. 40th Street

Address

Miami, Fla. 33155

City/State/Zip

Phone #

000001803010

-05/01/96--01034--010

*****35.00 *****35.00

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____ (Corporation Name) _____ (Document #)
2. _____ (Corporation Name) _____ (Document #)
3. _____ (Corporation Name) _____ (Document #)
4. _____ (Corporation Name) _____ (Document #)

- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment <i>MC</i>
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
96 APR 29 PM 1:02

APR 29 1996

Examiner's Initials	
---------------------	--

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

JOSE MARTINEZ MD P.A.

FILED STATE
SECRETARY OF CORPORATION
DIVISION OF CORPORATION
96 APR 29 PM 1:02

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

Article One - Corporation Name

Delete: Jose Martinez MD P.A.

Add: Jose M. Martinez MD P.A.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: 04/10/96

FOURTH: Adoption of Amendment(s) (Check one)

The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

The amendment(s) was/were approved by the shareholders through voting groups.
The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

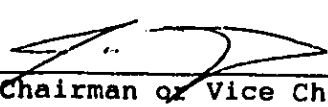
"The number of votes cast for the amendment(s) was/were sufficient for approval by _____"
Voting group

The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this day 10 of April, 1996

Signature



(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholder)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Jose M. Martinez

Typed or printed name

Director/President

Title

P950000/0/25

HECTOR J. MIR, P.A.

ATTORNEY AT LAW

TELEFAX: (305) 444-4630

SUITE 1107, GABLES INTERNATIONAL PLAZA

TELEPHONE: (305) 444-0460

2655 LEJEUNE ROAD

CORAL GABLES, FLORIDA 33134

August 13, 1996

FEDERAL EXPRESS

Florida Secretary of State
Division of Corporations
409 Gains Street
Tallahassee, Florida 32399

300001922213
-08/14/96--01090--010
*****87.50 *****87.50

Re: Jose Martinez M.D., P.A.

Gentlemen:

Enclosed please find two originals of Amended and Restated Articles of Incorporation for Jose M. Martinez M.D., P.A. together with my check in the amount of \$122.50 in payment of the following:

Filing fee	\$ 35.00
Certified copy	52.50
	<hr/>
	\$ 87.50

If the above documents are in order, I would appreciate that you file one original, certify the other, and send to the undersigned the certified original at the above address.

Thank you for your assistance. If you have any questions, please call me.

Sincerely,

Hector J. Mir
Hector J. Mir

HJM/mo
Enclosures

Assistant NC

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 AUG 26 PM 2: 16

TLL AUG 26 1996

HECTOR J. MIR, P.A.

ATTORNEY AT LAW

TELEFAX: (305) 444-4630

SUITE 1107, GARLES INTERNATIONAL PLAZA
2655 LEJEUNE ROAD
CORAL GABLES, FLORIDA 33134

TELEPHONE: (305) 444-0460

August 21, 1996

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

Attn: Thelma Lewis

Re: Jose M. Martinez MD P.A.
Letter Number: 896A00039218

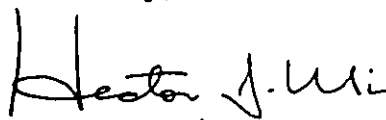
Gentlemen:

Enclosed please find two originals of Amended and Restated Articles of Incorporation for Jose M. Martinez MD P.A. together a copy of your letter to me of August 16, 1996.

If the above documents are in order, I would appreciate that you file one original, certify the other, and send to the undersigned the certified original at the above address.

Thank you for your assistance. If you have any questions, please call me.

Sincerely,



Hector J. Mir

HJM/mo
Enclosures



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 16, 1996

HECTOR J. MIR, ESQ.
SUITE 1107, GABLES INTERNATIONAL PLAZA
2655 LEJEUNE ROAD
CORAL GABLES, FL 33134

SUBJECT: JOSE M. MARTINEZ MD P.A.
Ref. Number: P95000010125

We have received your document for JOSE M. MARTINEZ MD P.A. and check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Our records indicate the correct name of the corporation is as shown above. At the time of filing there were no periods between the (MD) and no comma after the (D). The name must be as shown above in the heading of the amendment. Any changes in the name must be Article I.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 896A00039218

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
JOSE M. MARTINEZ MD P.A.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 AUG 26 PM 2: 16

The undersigned, who is duly licensed to practice medicine in the State of Florida, hereby files these Amended and Restated Articles of Incorporation of Jose M. Martinez M.D., P.A.,

ARTICLE I.
Name

The name of the Corporation shall be Jose M. Martinez M.D., P.A.

ARTICLE II.
Purpose

The purpose for which the Corporation is organized shall be to engage in the practice of medicine and to take all actions that are necessary or proper in connection with that practice.

ARTICLE III.
Initial Principal Office

The address of the initial principal office of the Corporation in the State of Florida shall be:

2541 S.W. 27th Avenue
Suite 201
Miami, Florida 33133

ARTICLE IV.
Registered Office and Agent

The location and address of the Corporation's initial registered office in Florida is 8404 S.W. 40th Street, Miami, Florida 33155, Dade County. The initial registered agent at the registered office is Dagoberto Valdes.

ARTICLE V.
Duration

The term of existence of the Corporation is perpetual.

ARTICLE VI.
Professional Services

The professional services of the Corporation shall be rendered only through officers, employees, and agents who are duly licensed or otherwise legally authorized to practice medicine within the State of Florida. Professional services shall be rendered in each case by the officer, employee, or agent designated solely by the Corporation, acting through its duly elected officers. This provision shall not be applicable to the extent it is in conflict with the law or the professional rules of medical practice.

ARTICLE VII.
Incorporator

The name and post office address of the incorporator is:

Dr. Jose M. Martinez
516 Majorca Avenue
Coral Gables, Florida 33134

ARTICLE VIII.
Directors

The Board of Directors shall consist of no less than one member. The name and address of the member of the first Board of Directors is:

Dr. Jose M. Martinez
516 Majorca Avenue
Coral Gables, Florida 33134

The business of the Corporation shall be managed by the Board of Directors.

ARTICLE IX.
Capital Stock

The number of shares of stock that the Corporation is authorized to have outstanding is 500, all of which shall be common shares with par value of \$1.00.

ARTICLE X.
Stated Capital

The amount of capital with which the Corporation shall begin business is \$100.00.

ARTICLE XI.
Amendment of Articles

The Corporation reserves the right to amend these Articles of Incorporation at any time in a manner now or subsequently permitted by statute. Any change authorized by the holders of shares entitling them to exercise a majority of the voting power of the Corporation, or any greater number that may then be required by statute, shall be binding and conclusive on every shareholder of the Corporation as fully as if each shareholder had voted for the change. No shareholder, notwithstanding that he or she may have voted against the amendment or may have objected in writing, shall be entitled to payment of the fair cash value of his or her shares or any other rights of a dissenting shareholder.

IN WITNESS WHEREOF, I have signed these Amended and Restated Articles of Incorporation on July 26, 1996.



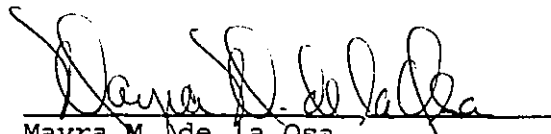
Jose M. Martinez, President

STATE OF FLORIDA

COUNTY OF DADE

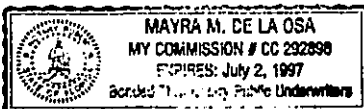
I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, Jose M. Martinez personally known to me to be the person who executed the foregoing instrument and acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein set forth and expressed and he did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on this 26th day of July, 1996.

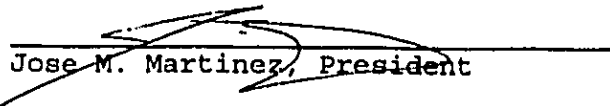


Mayra M. de la Osa
Notary Public
State of Florida at Large

My Commission Expires:



The undersigned, President of Jose M. Martinez M D P.A. hereby certifies that the foregoing Amended and Restated Articles of Incorporation of Jose M. Martinez M D P.A. were approved by the sole Director and the sole shareholder of the Corporation on July 26, 1996.


Jose M. Martinez, President

P95000010125

HECTOR J. MIR, P.A.
ATTORNEY AT LAW
SUITE 1107, GABLES INTERNATIONAL PLAZA
2655 LEJEUNE ROAD
CORAL GABLES, FLORIDA 33134

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____ (Corporation Name) _____ (Document #)
2. _____ (Corporation Name) _____ (Document #)
3. _____ (Corporation Name) _____ (Document #) 100001944891
-03/11/95 --01080--016
*****35.00 *****35.00
4. _____ (Corporation Name) _____ (Document #)

- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 SEP 10 AM 9:35

APPROVED
AND
FILED

Handwritten: P95000010125
9-10-96
RMW

Examiner's Initials _____

Florida Department of State, Jim Smith, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: Jose M. Martinez, M.D., P.A.

1b. Date of incorporation February 7, 1995 Document number P95000010125

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

Dagoberto Valdes
8404 S.W. 40th Street, Miami, Florida 33155

3. The name and address of the new registered agent and office:
(P.O. Box Not Acceptable)

Hector J. Mir
2655 Le Jeune Road, Suite 1107, Coral Gables, Florida 33134

96 SEP 10 AM 9 35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

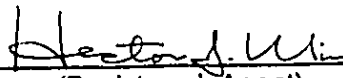
The street address of its registered agent and the street address of the business office of its registered agent as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.


SIGNATURE
September 6, 1996
DATE

Jose M. Martinez, M.D., President
Typed or printed name and title

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 AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE 
(Registered Agent)
DATE September 6, 1996

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