

Vicente Franco, M.D.

Red Road Plaza

1890 S.W. 57th Ave. Suite 109

Miami, FL 33155

VF ~~W95000021204~~

2/27/95

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-03/03/95--01059--012

****122.00 ****122.00

To whom it may concern:

I am sending papers to
open a new corporation. I
greatly appreciate your quick
response and cc. I.D.#.

Thank you,
Vicente Franco.

SEPR 15 AM 8:06

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

789
619
671

SDG

W95-4870



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 6, 1995

VICENTE F. FRANCO
1890 S.W. 57TH AVE.
SUITE 109
MIAMI, FL 33155

SUBJECT: VICENTE F. FRANCO, M.D., P.A.
Ref. Number: W95000004870

We have received your document for VICENTE F. FRANCO, M.D., P.A. and your check(s) totaling \$122.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

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) 487-6931.

Steven Godfrey
Corporate Specialist

Letter Number: 195A00009840

ARTICLE OF INCORPORATION:
OF
"VICENTE F. FRANCO, M.D., P.A."

The undersigned, acting as incorporators of a Professional Association under the Florida General Corporation Act, adopts the following Articles of Incorporation for such Professional Association.

ARTICLE I

The name of this Professional Association shall be:
Vicente F. Franco, M.D., P.A.

ARTICLE II

This Professional Association shall commence its existence on the date of filing and shall exist perpetually thereafter unless or until sooner dissolved according to Law.

ARTICLE III

The purpose of this Professional Association is to engage in the business of medical practice as permitted under the laws of the United States and the State of Florida.

ARTICLE IV

The Professional Association shall be authorized to issue One Thousand (1,000) shares of all one class at no par value.

ARTICLE V

Every shareholder, upon the sale for cash of any outstanding share of stock or upon the issuance of any new common stock of this Professional Association, shall have the right to purchase their pro rate share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

The initial street address of the principal office of this Professional Association within the State of Florida is as follows:

1890 SW 57 Avenue - Suite 109
Miami, Florida 33155

90-9 W 31 2425
JAN 11 1966
FBI - MIAMI

ARTICLE VII

The initial Registered Agent of this Professional Association is as follows:

Vicente F. Franco, M.D.
1890 SW 57 Avenue - Suite 109
Miami, Florida 33155

ARTICLE VIII

The name and address of the Incorporator signing these Articles of Incorporation is:

NAME
Vicente F. Franco, M.D.

ADDRESS
1890 SW 57 Avenue - Suite 109
Miami, Florida 33155

Vicente F. Franco

ARTICLE IX

This Professional Association shall have One Director initially, who name and address is as follows:

NAME
Vicente F. Franco, M.D.

ADDRESS
1890 SW 57 Avenue - Suite 109
Miami, Florida 33155

The number of Directors may be either increased or decreased from time to time by an amendment of the By-Laws of the Professional Association in the manner provided by law, but shall never be less than one.

ARTICLE X

The power to adopt, alter, amend or appeal the By-Laws of this Professional Association shall be vested in the Board of Directors and shall be by majority vote.

ARTICLE XI

The Professional Association shall indemnify any officer or Director, or any former officer or Director, to the full extent permitted by law.

ARTICLE XII

If all the Directors severally or collectively consent in writing to any action taken or to be taken by the Professional Association and the writings evidencing their consent are filed with the Secretary of the Professional Association, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

REGISTERED AGENT CERTIFICATE

In compliance with Section 621, Florida Statutes, the following is submitted:

That Vicente F. Franco, M.D., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in the City of Miami, County of Dade, State of Florida, has named Vicente F. Franco, M.D., located at 1890 NW 57 Avenue - Suite 109, City of Miami, County of Dade, State of Florida, as its registered agent to accept service of process within Florida.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated Professional Association, at the place designated in this certificate, I hereby agree to act in this capacity, and 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 obligations of my position as registered agent.

Signature: Vicente F. Franco

Vicente F. Franco, M.D.

Date: 2-27-75

FILED
SECRETARY OF STATE
BUREAU OF REGISTRATIONS
95 MAR 15 AM 8:06