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March 17, 1995

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

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Re: Cesar E. Hidalgo, P.A.

Dear Sir/Madam:

Enclosed please are the following original corporate documents of
Cesar E. Hidalgo, M.D. P. A.:

1. Articles of Incorporation;
2. Designation and Acceptance of Registered Agent; and
3. Bylaws

Please file these documents with the Secretary of State, Division of
Corporations and return the certification of incorporation to me for our file.

A check in the amount of \$122.50 as fee for said filing is also
enclosed.

Thank you for your assistance in this matter. If you have any
questions regarding the filing of the corporate documents, please call.

Very truly yours,



JANICE R. GRIFFIN
Legal Assistant

JEG/hs
ENCs.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAR 20 AM 10:08

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**ARTICLES OF INCORPORATION
OF**

CESAR E. HIDALGO, M. D., P.A.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAR 20 AM 10:00

The undersigned natural person, who is licensed or otherwise legally authorized to practice the profession of medicine in the State of Florida, hereby declares the intention of forming a professional corporation in accordance with the Florida Professional Service Corporation Act, and hereby adopts the following articles of incorporation for such corporation:

ARTICLE I. NAME

The name of corporation is Cesar E. Hidalgo, M.D., P.A..

ARTICLE II. DURATION

The period of the corporation's duration shall be perpetual or until dissolved by a vote of the shareholders as hereafter provided.

ARTICLE III. PURPOSES

The purposes for which this corporation is formed are:

- a. to engage in the practice of medicine as a professional corporation and to own and operate a medical clinic for the purposes of providing medical care and treatment;
- b. to promote medical, surgical, and scientific research and knowledge; to furnish related laboratory and clinical services; and to own real and personal property, enter into contracts, and engage in any lawful business necessary for the rendering of such professional services;
- c. to do everything necessary, proper, or convenient for the

accomplishment of any of the purposes set forth in these articles, and to do every other act incidental to the corporate purposes which is not forbidden by the laws of the State of Florida or by the provisions of these articles of incorporation.

The purposes of this corporation shall be carried out only through officers, employees and agents, each of whom is duly licensed or otherwise legally qualified to render professional medical services in the State of Florida.

ARTICLE IV. CAPITAL STOCK

The total number of shares of capital stock which the corporation is authorized to issue is 1,000 shares. Such shares shall be of a single class of common stock, and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE V. CAPITALIZATION

The amount of capital with which the corporation shall begin to practice the profession of medicine is not less than \$1,000.

ARTICLE VI. PRINCIPAL OFFICE

The address of the corporation's principal office is 1209 North Center Street, City of Perry, County of Taylor, State of Florida 32427. The name of the initial registered agent of the corporation, located at such office, is Cesar E. Hidalgo.

ARTICLE VII. CORPORATE POWERS

The corporation shall have the rights and powers now or hereafter conferred on professional corporations by the laws of the State of Florida.

ARTICLE VIII. SUBSCRIBERS

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

NAME**ADDRESS**

Cesar E. Hidalgo, M.D.

1209 North Center Street
Perry, Florida 32347**ARTICLES IX. DIRECTORS**

The corporation is to be managed by a board of directors. The number of directors constituting the initial board of directors is one (1), and the names and address of the initial director is:

NAME**ADDRESS**

Cesar E. Hidalgo, M.D.

1209 North Center Street
Perry, Florida 32347

The initial director shall hold office until his successor is elected and qualifies as provided in the bylaws. Thereafter the term of office of each director shall be until the election and qualification of his successor. The number of directors set forth herein and constituting the initial board of directors shall be the authorized number of directors until such number is changed by a bylaw duly adopted by the shareholder.

ARTICLE X. BYLAWS

The initial director shall submit the proposed bylaws to the shareholder at a meeting to be held for that purpose not more than 15 days following the issuance of the Certificate of Incorporation. Following the adoption of bylaws by majority adoption, the initial affairs of the corporation are to be regulated and managed in accordance with such bylaws.

ARTICLE XI. DISSOLUTION

The corporation may be dissolved at any time (1) by unanimous written consent of the shareholder; or (2) on the affirmative vote of the holder of at least fifty-one percent

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 shareholder pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him, unless the shareholder otherwise agrees in writing.

IN WITNESS WHEREOF, I, the undersigned incorporator of this corporation, have executed these Articles of Incorporation at Perry, Taylor County, Florida on March 14, 1995.



CESAR E. HIDALGO, M.D.

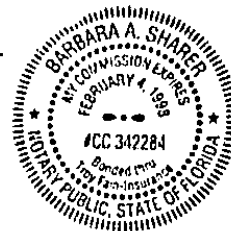
STATE OF FLORIDA

COUNTY OF TAYLOR

BEFORE ME, a notary public, personally appeared CESAR E. HIDALGO, M.D., to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on March 14, 1995.

Barbara A. Sharer
Notary Public

Barbara A. Sharer
Print, type or stamp name and expiration date



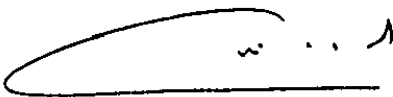
DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

Pursuant to the provisions of F.S. 807.0501, the undersigned corporation organized under the laws 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 CESAR E. HIDALGO, M.D., P. A.
2. The name of the registered agent is Cesar E. Hidalgo, M.D.
3. The address of the registered agent/registered office is 1209 North Center Street, Perry, Florida 32347.

Acceptance

Having been named as registered agent and designated to accept service of process for the above corporation, I hereby accept the appointment as registered agent and agree to act in this capacity I further agree to comply with the provision 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.



CESAR E. HIDALGO, M.D.