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March 20, 1995

SECRETARY OF STATE
Division of Corporations
The Capital
Tallahassee, Florida 32301

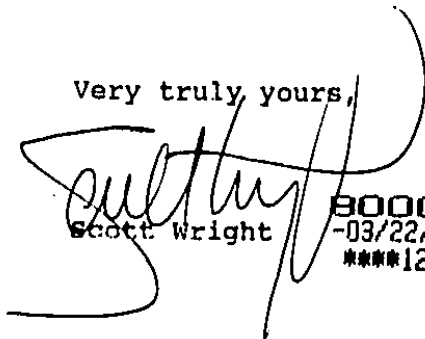
Re: R. A. HENRIQUES, M.D., P.A.

Dear Sir or Madam:

I have enclosed for filing an Articles of Incorporation for the above-referenced corporation. After filing this document, please return to my office a certified copy of the Articles of Incorporation. I have also enclosed my check in the amount of \$122.50 for applicable fees.

Your attention to this matter is appreciated.


Very truly yours,



Scott Wright

SW/sh

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**ARTICLES OF INCORPORATION
FOR R. A. HENRIQUES, M.D., P.A.**

The undersigned natural person, competent and licensed to practice medicine in the State of Florida, acting hereby as Incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of Section 607, Florida General Corporation Act, and Section 621, Florida Professional Service Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

I

Name of Corporation

The name of this corporation shall be R. A. Henriques, M.D., P.A. The address of the principal office of this corporation shall be 503 Delannoy Avenue, Cocoa, Florida 32922.

II

Purposes

The general nature and purposes of business to be transacted, promoted and carried on by the corporation are as follows:

- a. To engage in any aspect in the practice of medicine, and any of its fields of specializations, as are engaged in by physicians.
- b. To engage and render the professional services involved only through its officers, agents, and employees who shall be physicians in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.
- c. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.
- d. To engage in no other business other than the rendition of the professional services specified herein.
- e. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

III

Capital Stock

- a. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 7,500 shares of common stock at One Dollar (\$1.00) per share par value.

b. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

c. Shares of the corporation's stock and certificates shall be issued only to physicians in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

IV

Duration

The corporation shall have perpetual existence.

V

Registered Agent

The address of this corporation's initial registered office is 503 Delannoy Avenue, Cocoa, Florida 32922 and the name of its initial registered agent at said address is R. A. Henriques, M.D.

VI

Incorporator

The name and address of the Incorporator is as follows:

R. A. Henriques, M.D.
503 Delannoy Avenue
Cocoa, Florida 32922

VII

Board of Directors

The corporation shall have a Board of Directors consisting of one person. The number of Directors may be changed from time to time by a resolution of a majority of the Stockholders but shall never be less than one. The name and address of the initial director of the corporation is R. A. Henriques, M.D., 503 Delannoy Avenue, Cocoa, Florida 32922.

VIII

Informal Shareholder Action

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

IX

Governance and Termination of Employment

If any officer, director, stockholder, agent or employee of this corporation shall become legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on his or her continued rendition of such professional services, that individual shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

X

Informal Director Action

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

XI

Indemnification

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

XII

Bylaw Amendment

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of Florida governing a Professional Service Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in State of Florida, this 20th day of March, 1995.


R. A. Henriques, M.D.

STATE OF FLORIDA
COUNTY OF BREVARD

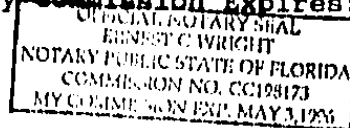
BEFORE ME, the undersigned authority, this day personally appeared R. A. Henriques, M.D., to me well known to be the person described in the foregoing Articles of Incorporation, and he did freely and voluntarily acknowledge before me, according to law, that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Cocoa, Florida, on this 20th day of March, 1995.



NOTARY PUBLIC
State of Florida at Large

My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

The undersigned, having been designated an Registered Agent of R. A. Henriques, M.D., with the registered office at, hereby consents to and accepts said designation.

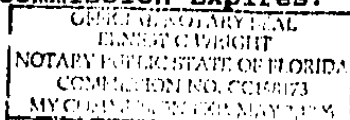

R. A. Henriques, M.D.

STATE OF FLORIDA
COUNTY OF BREVARD

BEFORE ME, the undersigned authority, this day personally appeared R. A. Henriques, M.D., to me well known to be the person described in and who executed the foregoing Acceptance of Registered Agent, and he did freely and voluntarily acknowledge before me according to law, that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, at Cocoa, Florida, on this 20th day of March, 1995.

My Commission Expires:




NOTARY PUBLIC

State of Florida at Large