

Harold M. Braxton, P.A.
A Professional Association for the Practice of Law

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March 29, 1995

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

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-03/31/95--01081--004
***122.50 ***122.50

Re: FERNANDO PINO, M.D., P.A.

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for the proposed corporation to be filed.

Also enclosed, please find a check in the sum of \$122.50 to cover the costs of filing, the Registered Agent fee and certified copy of the Articles.

Please send a certified copy of the Articles to the undersigned in the enclosed self-addressed envelope.

Thank you for your courtesy.

APR 4 1995 BSB

Yours very truly,

HAROLD M. BRAXTON

HMB/dk

FILED
95 MAR 31 PM 1:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

FERNANDO PINO, M.D., P.A.

FILED

95 MAR 31 PM 1:08

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WE, THE UNDERSIGNED, hereby associate ourselves together for the purpose of becoming a professional corporation under the laws of the State of Florida, by and under the provision of Chapter 621, of the Florida Statutes, as amended, under the title "Professional Service Corporation Act" of the State of Florida, and the applicable opinions of the Attorney General of the State of Florida, providing for the formation, liability, rights, privileges, and immunities of a corporation for profit.

ARTICLE I

NAME OF CORPORATION

The name of the corporation shall be:

FERNANDO PINO, M.D., P.A.

ARTICLE II

NATURE OF BUSINESS

A. Specifically to engage in every phase and aspect of the practice of medicine and to render professional medical services to any and all persons, and to the general public, in the State of Florida.

B. To invest its funds in real estate, mortgages, stocks, bonds, or other types of investments, and to own real or personal property necessary for the rendering of the aforesaid professional services.

C. To take, acquire, rent, buy, hold, own, maintain, work, develop, sell, convey, lease, mortgage, exchange, improve, construct, erect, build, equip, repair, improve and otherwise deal in, manage and dispose of real estate and real property (including but not limited

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OF
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to houses, commercial properties, apartment houses, hotels and motels, and the operation thereof, and the leasing of rooms or apartments therein, both furnished and unfurnished), streets, sidewalks, reservoirs, water works, sewers, docks, fills, subdivisions, and all other kinds of property of whatsoever nature, whether real, personal or mixed, or any interests or rights therein without limits as to amounts; to buy, sell, assign, convey, and cancel liens upon personal property and real estate of every kind and nature whatsoever; to draw, accept, endorse, discount and deliver bills of exchange, promissory notes, bonds, debentures, and other negotiable instruments of whatsoever nature, and to secure the same by mortgage on its property or otherwise; to issue on commission, subscribe for, take, acquire, hold, exchange, and deal in shares, stocks, bonds, obligations, or securities of any government or authority, individual or corporation.

D. To invest the corporate assets for the benefit of the corporation's employees, including but not limited to the parties hereto, which benefits are allowable to corporations in general under the Internal Revenue Code (1954) as amended.

E. To conduct its business at multiple locations, have one or more offices at multiple locations, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property in the State of Florida.

F. To contract debts and borrow money.

G. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire, or to dispose of, the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation of the State of Florida or any

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other State or government; and, while the owner of such stock, to exercise all rights, powers, and privileges of ownership, including the right to vote such stock.

H. This corporation shall not engage in any business other than the rendering of medical services for which it is to be specifically incorporated; provided, however, that this limitation shall not act to prohibit such corporation from investing its funds in real estate, mortgages, stocks, bonds or other type of investments, or from owning real or personal property incidental for the rendering of said professional services.

I. To deny to the holders of the common stock of the corporation any pre-emptive right to purchase or subscribe to any new issues of any type of stock of this corporation, and no shareholder shall have any pre-emptive right to subscribe to any such stock.

J. The corporation, subject to any limitations provided in any statute of this State, shall have the power, in furtherance of its corporate purposes to be a partner, member, or associate of other business enterprises or ventures.

K. To have and exercise all rights and powers from time to time granted to a Professional Service Corporation by law.

L. All of the above purpose clauses shall not be limited by reference to or inference from one another, but each such purpose clause shall be construed as a separate statement conferring independent purposes and powers upon the corporation.

ARTICLE III

CAPITAL STOCK The authorized capital stock of this corporation, all of which shall be fully paid and non-assessable, shall consist of one hundred (100) shares of common stock of a par value of (\$5.00) Dollars per share, and may be issued by this corporation as when and for such

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consideration as may be fixed from time to time by the Board of Directors. No distinction shall exist between the shares of the corporation or the holders thereof.

ARTICLE IV

INITIAL CAPITAL The amount of capital with which this corporation will begin business shall not be less than Five Hundred (\$500.00) Dollars.

ARTICLE V

TERMS OF EXISTENCE The corporation shall have perpetual existence.

ARTICLE VI

PRINCIPAL OFFICE AND REGISTERED AGENT The initial post office address of the principal office of this corporation in the State of Florida shall be:

7500 S.W. 8th Street
3rd Floor, Suite #307
Miami, FL 33144

The Board of Directors may from time to time move the principal office to any other address in the State of Florida. The Registered Agent shall be FERNANDO PINO, M.D., 7500 S.W. 8th Street, 3rd Floor, Suite 307, Miami, FL 33144.

ACCEPTANCE BY REGISTERED AGENT I, FERNANDO PINO, hereby accept the designation as Registered Agent for FERNANDO PINO, M.D., P.A. as set forth in Article VI herein.


FERNANDO PINO, M.D.

ARTICLES OF INCORPORATION
OF
HERNANDO PINO, M.D., P.A.

ARTICLE VII

SHAREHOLDERS (A) All shareholders of this corporation shall be licensed medical doctors in good standing and shall be employees of this corporation.

ARTICLE VIII

CORPORATE RESPONSIBILITIES (A) This corporation and all its shareholders, officers, directors, agents, and employees shall initially and from time to time comply with the provisions of the Professional Service Corporations Act.

(B) This corporation shall only engage in the practice of medicine through officers, agents or employees who are licensed medical doctors.

ARTICLE IX

STOCKHOLDERS MEETINGS (A) The annual meeting of this stockholders of the corporation shall be held on any day in the month of March, first chosen by the Board of Directors and on the same day of each and every year thereafter at 9:00 o'clock in the morning.

(B) All annual meetings of the stockholders shall be held at the principal office of the corporation, unless the Board of Directors shall notify the stockholders to the contrary, thirty (30) days prior to any forthcoming annual meeting.

ARTICLE X

BOARD OF DIRECTORS AND OFFICERS (A) The members of the Board of Directors shall all be of full age and citizens of the United States, but need not be stockholders of the corporation.

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(B) The corporation shall initially have one (1) Director. The number of Directors may be increased or thereafter diminished from time to time in accordance with By-Laws adopted hereunder, but shall never be less than one (1).

(C) The members of the Board of Directors of this corporation shall be chosen at the annual meeting of the stockholders, to be held at such time and place as provided for hereinafter, by a plurality of the votes cast at such election.

(D) No person shall be elected or shall serve as an Executive Officer of this Corporation except a person who is a shareholder in this corporation.

ARTICLE XI

INITIAL DIRECTOR AND OFFICER

The name and street address of the member of the first Board of Directors and officer of this corporation is:

FERNANDO PINO, M.D.

7500 S.W. 8th Street
3rd Floor, Suite 307
Miami, FL 33144

President/Director

ARTICLE XII

BY-LAWS AND ALIENATION OF SHARES

This corporation's Board of Directors are specifically authorized from time to time to adopt the By-Laws not inconsistent herewith, restraining the alienation of shares of stock of this corporation and providing for the purchase or redemption by the corporation, of such shares of stock, providing, however, such provisions dealing with the purchase or redemption by the corporation of such shares of stock may not be invoked at a time or in a manner that would impair the capital of this corporation.

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ARTICLE XIII

SUBSCRIBERS The names and street addresses of each subscriber to these Articles of Incorporation, the number of shares which each agrees to take and the aggregate value of said consideration being not less than Five Hundred (\$500.00) Dollars, are as follows:

FERNANDO PINO, M.D. 7500 S.W. 8th Street 3rd Floor, Suite #307 Miami, FL 33144	100 Shares	\$500.00
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ARTICLE XIV

CONTRACTS No contract or other transaction between this corporation and any other corporation shall be effected by the fact that any director or stockholder of the corporation is interested in, or is a director, officer, or stockholder of such other corporation, and any director or stockholder, individually or jointly, may be a party to, or may be interested in, any contract or transaction of this corporation or in which the corporation is interested; and no contract, or other transaction of the corporation with any person, firm or corporation, shall be effected by the fact that any director or stockholder of the corporation is a party in any way connected with such person, firm or corporation, and every person who may become a director or stockholder of the corporation is hereby relieved from any liability that might otherwise exist from contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may in any way be interested.

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ARTICLE XV

VOTING TRUST No share holder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

ARTICLE XVI

AMENDMENTS These Articles of Incorporation may be amended in the manner provided by law. Each amendment shall be approved by the Board of Directors and proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned has made, subscribed and acknowledged these Articles of Incorporation, this ____ day of March, 1995.

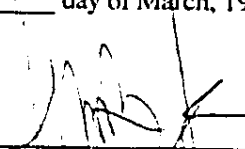
 (SEAL)
FERNANDO PINO, M.D.

ARTICLES OF INCORPORATION
OF
FERNANDO PINO, M.D., P.A.

STATE OF FLORIDA)
)SS.
COUNTY OF DADE)

BEFORE ME, the undersigned authority, a Notary Public in and for said County and State, personally appeared FERNANDO PINO, who, being well known personally to me, upon his oath says that the foregoing is true and correct and executed for the purposes expressed therein.

WITNESS my hand and official seal this 24 day of March, 1995.



Notary Public, State of Florida



(Print Name of Notary Public)

Commission Number

Personal Known X OR Produced Identification _____

Type of Identification Produced: _____

DID Take Oath _____