

MAGDA ABDO-GOMEZ

ATTORNEY AT LAW

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March 27, 1999
P95000 29316
Secretary of State
Division of Corporations
P.O. Box 327
Tallahassee, Florida 32394

Dear Sirs:

Enclosed herewith please find the original and a copy of the Articles of Incorporation for a professional association to be known as Emilio Mantero-Atienza, M.D., P.A. A check in the amount of \$70.00 is also enclosed to cover the cost of incorporation.

If we can be of further assistance in this matter, please do not hesitate to contact the undersigned.

Very truly yours,

Magda Abdo-Gomez
Magda Abdo-Gomez, Esq.

Encl.

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*****70.00 *****70.00

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TALLAHASSEE, FLORIDA

KSC
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ARTICLES OF INCORPORATION
OF
EMILIO MANTERO-ATIENZA, M.D., P.A.

ARTICLE I NAME

The name of this Corporation is Emilio Mantero-Atienza,
M.D., P.A.

ARTICLE II DURATION

The Corporation shall have a perpetual existence.

ARTICLE III PURPOSE

The purpose of this Corporation is to engage in the practice
of medicine as permitted under the laws of the United States
and Florida.

ARTICLE IV CAPITAL STOCK

The maximum number of shares which this Corporation is
authorized to have outstanding at any time is one hundred (100)
shares of common stock having a par value of \$1.00 per share.

ARTICLE V INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall
be 278 Palm Avenue; Miami Beach, Florida 33139, and the initial
registered agent of this Corporation at such office shall be
Emilio Mantero-Atienza, M.D., who upon accepting this designation
agrees to comply with the provisions of §48.091, Florida Statutes
as amended from time to time with respect to keeping an office
open for service of process.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI PRINCIPAL CORPORATE OFFICE

The principal office of this Corporation shall be 278 Palm Avenue; Miami Beach, Florida 33139. The mailing address of the Corporation shall be 278 Palm Avenue; Miami Beach, Florida 33139.

ARTICLE VII INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of one member. The number of directors may be increased or decreased from time to time by vote of the stockholders, but in no case shall the number of directors be less than one nor more than three. The name and address of the director constituting the initial Board of Directors is:

<u>Name</u>	<u>Address</u>
Emilio Mantero-Atienza, M.D.	278 Palm Avenue Miami Beach, Florida 33139

ARTICLE VIII INCORPORATOR

The name and street addresss of the person signing these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Emilio Mantero-Atienza, M.D.	278 Palm Avenue Miami Beach, Florida 33139

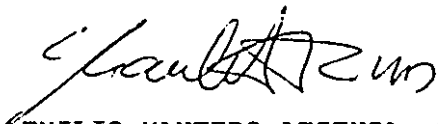
ARTICLE IX CUMULATIVE VOTING

Shareholders of this Corporation may vote their stocks cumulatively. Each shareholder shall have the total number of votes which is equal to the number of shares of stock with voting rights which such shareholder holds multiplied by the

number of directors to be elected. The shareholder may give all of his votes to one candidate or distribute them among as many candidates as the shareholder may wish. Notice must be given by any shareholder to the President or Vice President of the Corporation not less than 24 hours prior to the time set for the holding of a shareholder's meeting for the election of directors that such shareholder intends to cumulate his vote at said election.

ARTICLE X PREEMPTIVE RIGHTS

The holders of the common stock of this Corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, those shares of common stock of this Corporation which may be issued from time to time for money, property or past services in addition to that stock authorized and issued by the Corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder and all shares of common stock currently authorized and issued.



EMILIO MANTERO-ATIENZA, M.D.
Incorporator

STATE OF FLORIDA)
) SS.
COUNTY OF DADE)

The foregoing Articles of Incorporation of Emilio Mantero-Atienza, M.D., P.A. were acknowledged before me this 4th day of March, 1995 by Emilio Mantero-Atienza, M.D.



MAGDA ABDO
My Commission CC415760
Expires Dec. 03, 1996
Bonded by NFNU
800-224-6308

Magda Abdo

Notary Public-State of Florida

My Commission Expires:

Personally Known OR Produced Identification _____

Type of Identification Produced _____

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Emilio Mantero-Atienza, M.D., P.A., at the place designated in the Articles of Incorporation, Emilio Mantero-Atienza, M.D., agrees to comply with the provisions of §48.091 relative to keeping open such office.

Emilio Mantero-Atienza

EMILIO MANTERO-ATIENZA, M.D.

Date: March 23, 1995

FILED
95 APR 10 PM 2:59
TALLAHASSEE, FLORIDA