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FILED

95 MAY -2 AM 10:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

March 3, 1995

J A D & COMPANY, P.A.
3400 Coral Way
6th Floor
Miami, Florida 33145

SECRETARY OF STATE
Division of Corporations
Corporate Records Bureau
Florida Department of State
Post Office Box 6327
Tallahassee, Florida 32314

Re: **KEY BISCAYNE PEDIATRIC ASSOCIATES, INC.**

200001472772
-05/03/95--01040--022
****422.50 ****122.50

Dear Sir:

Enclosed herewith please find the proposed Certificate of Incorporation for a Florida Corporation and the Registered Agent for filing, together with a check in the sum of \$ 122.50 to cover such fees as follow:

Filing Fee	\$ 35.00
Registered Agent	35.00
Certified Copy of Articles	52.50
	<hr/>
	\$ 122.50

THANK YOU.

Cordially,

J A D & COMPANY, P.A.


JORGE ANDRES DIAZ



JAD/er
Encls.
Inquiries: (305) 446-2082

ARTICLES OF INCORPORATION
OF
KEY BISCAYNE PEDIATRIC ASSOCIATES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WE, the undersigned, do hereby associate ourselves together and subscribe this Certificate of Incorporation for the purpose of forming a corporation under the laws of the State of Florida, and subject to the following provisions:

ARTICLE I

THE NAME of the Corporation shall be:

KEY BISCAYNE PEDIATRIC ASSOCIATES, INC.

ARTICLE II

THE CORPORATION may engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE III

THE MAXIMUM number of shares of stock which the Corporation shall have outstanding at any time, shall be **FIVE HUNDRED (500)** shares of stock which shall be common stock of a par value of **TEN DOLLARS (\$10.00)** per share. All or any part of the capital stock may be paid for either in lawful monies of the United States of America, or in services, at a true valuation thereof.

ARTICLE IV

THIS CORPORATION shall begin business with a minimum capital in the amount of **FIVE HUNDRED DOLLARS (\$ 500.00)**.

ARTICLE V

THIS CORPORATION shall have perpetual existence.

ARTICLE VI

THE PRINCIPAL office of the Corporation shall be located at:

**Office by the Sea
240 Crandon Boulevard, Suite 203
Key Biscayne, Florida 33149**

OTHER OFFICES for the transaction of business may be located wherever the Directors may deem necessary or expedient.

ARTICLE VII

THE BUSINESS of the Corporation shall be managed by the Board of Directors, who need not be stockholders of the corporation. The number of the Directors, not less than one, shall be fixed by resolution of the stockholders at any regular or special meeting, subject to the manner of holding such meetings prescribed by the by-laws.

ARTICLE VIII

THE NAMES and mailing addresses of the members of the First Board of Directors and officers who shall hold office for the first year of existence of the corporation or until their successors are elected or appointed and have qualified, are as follows:

BOARD OF DIRECTORS

DR. RAMON A. GUEVARA

DR. JUAN RUIZ-UNGER

JORGE ANDRES DIAZ, C.P.A.

**3240 S.W. 129th Avenue
Miami, Florida 33175
830 Los Pinos Circle
Coral Gables, Florida 33143
3400 Coral Way, Suite 601
Miami, Florida 33145**

OFFICERS

DR. RAMON A. GUEVARA

DR. JUAN RUIZ-UNGER

JORGE ANDRES DIAZ, C.P.A.

President / Treasurer

Vice-President

Secretary

ARTICLE IX

THE NAMES and mailing addresses of each of the subscribers to this Certificate of Incorporation are as follows:

DR. RAMON A. GUEVARA
c/o J A D & Company, P.A.
3400 Coral Way
Sixth Floor
Miami, Florida 33145

ARTICLE X

THIS CORPORATION shall have full power to carry on and transact each or all of the business enumerated in Article II of this Certificate, and shall have all the general and additional powers now and hereafter conferred upon it by law.

ARTICLE XI

THIS CORPORATION shall have the power to issue the whole or any part, as determined by the Board of Directors, of the shares of the capital stock as partly said, subject to calls thereon until the whole thereof shall have been paid.

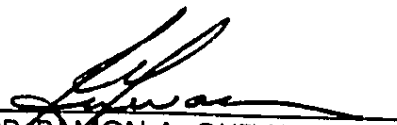
ARTICLE XII

UPON ELECTION of the Board of Directors by the stockholders, such Board of Directors shall manage the business affairs of this corporation without the necessity of further authority from the stockholders, except as by-laws of the Board of Directors. All holders of common stock of this corporation shall be entitled to vote the same in the manner provided by law, whether said stock shall be fully or partially paid, unless otherwise determined by the Board of Directors at or before the time of issuance thereof.

ARTICLE XIII

THIS CORPORATION shall designate **JORGE ANDRES DIAZ** with offices located at **3400 Coral Way, Suite 601, Miami, Florida 33145** as its duly authorized Registered Agent to be in charge of the Corporate Registered Office as required by State Law.

IN WITNESS WHEREOF, the undersigned Incorporators have hereunto set their hands and affixed their seals on this 3rd day of March, 1995.


DR. RAMON A. GUEVARA

STATE OF FLORIDA }
COUNTY OF DADE }

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgements, personally appeared:

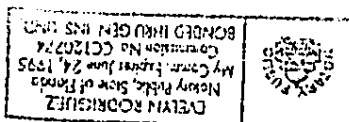
JORGE ANDRES DIAZ

Who after first being duly sworn, executed the foregoing Certificate of Incorporation, freely and voluntarily for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, said County and State, the 3rd day of March, 1995.


NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE
SERVED.

FILED
MAY 2 10 38 AM '05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 49.091, Florida Statutes, the following is submitted, in compliance with said Act:


FIRST, That **KEY BISCAYNE PEDIATRIC ASSOCIATES, INC.**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, in the City of **Key Biscayne**, County of **Dade**, State of Florida has named:

JORGE ANDRES DIAZ, 3400 Coral Way, Suite 601, Miami, Florida 33145

as its Agent to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated Corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


JORGE ANDRES DIAZ