

**995 0000 36508**

**MAGDA ABDO-GOMEZ**

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May 4, 1995

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

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-05/05/95--01077--003  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Dear Sirs:

Enclosed herewith please find the original and a copy of the Articles of Incorporation for a corporation to be known as Hialeah Multi-Specialty Group, Inc. 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.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
1995 MAY -5 AM 8:10  
FILED

*MDG*

ARTICLES OF INCORPORATION  
OF  
HIALEAH MULTI-SPECIALTY GROUP, INC.

ARTICLE I NAME

The name of this Corporation is Hialeah Multi-Specialty Group, Inc.

ARTICLE II DURATION

The Corporation shall have a perpetual existence.

ARTICLE III PURPOSE

The purpose of this Corporation is to engage in any activities or business 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 thousand (1000) 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 705 East 26 Street; Hialeah, Florida 33013, 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 705 East 26 Street; Hialeah, Florida 33013. The mailing address of the Corporation shall be 705 East 26 Street; Hialeah, Florida 33013.

ARTICLE VII INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of four members. 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 six. The names and addresses of the directors 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
Maria Chavez	705 East 26 Street Hialeah, Florida 33013
Elsa Garcia, M.D.	5700 Collins Avenue; #16F Miami Beach, Florida 33140
Magaly Lemoine	7501 Lochness Drive Miami Lakes, Florida 33014

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 Hialeah Multi-Specialty Group, Inc. were acknowledged before me this 3<sup>rd</sup> day of May, 1995 by Emilio Mantero-Atienza, M.D.



MAGDA ABDO  
My Commission CC415780  
Expires Dec. 03, 1998  
Bonded by NFNU  
#10-224-0306

*Magda Abdo*

Notary Public-State of Flor

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 Hialeah Multi-Specialty Group, Inc., 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: May 3, 1995

FILED  
1995 MAY -5 AM 8:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA