

1200 HAYS STREET

800-532-8086



ACCOUNT NO. : 072100000000

REFERENCE : 613681 123465A

AUTHORIZATION :

COST LIMIT : 0 PREPAID

ORDER DATE : June 12, 1995

ORDER TIME : 11:23 AM

ORDER NO. : 613681

CUSTOMER NO: 123465A

CUSTOMER: Mr. Veronica Mor
WORRY-FREE, CORP.

8375 S.W. 87th Court

Miami, FL 33173

EFFECTIVE DATE

JUN - 8 1995

DOMESTIC FILING

NAME: DR. JORGE L. PEREZ-ESPINOSA,
D.O., M.D., P.A.

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lynne Roberts

EXAMINER'S INITIALS: T. BROWN JUN 20 1995

FILED
95 JUN 12 PM 12:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

~~430~~



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 13, 1995

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: DR. JORGE L. PEREZ-ESPINOSA, D.O., M.D., P.A.
Ref. Number: W95000011960

We have received your document for DR. JORGE L. PEREZ-ESPINOSA, D.O., M.D., P.A. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The specific nature of business of the professional association must be stated in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6932.

Teresa Brown
Corporate Specialist

Letter Number: 595A00028814

EFFECTIVE DATE
JUN - 8 1995

FILED
95 JUN 12 PM 12:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

DR. JORGE L. PEREZ-ESPINOSA, D.O., P.A.

I, the undersigned incorporator, hereby make, acknowledge and file these Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation shall be:

DR. JORGE L. PEREZ-ESPINOSA, D.O., P.A.

ARTICLE II

NATURE OF BUSINESS

The general purpose for which this Corporation is organized is to conduct medical services to the public and transact any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE III

AUTHORIZED SHARES

The Corporation shall be authorized to create and issue 7,500 shares of common stock having a par value of \$1.00 par share.

The whole or any part of the authorized shares of the Corporation may be issued for a consideration payable in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation, having a value as is determined from time to time by the Board of Directors of the Corporation, not less than the par value of the stock so to be issued.

WORRY - FREE CORP.

8375 Southwest 87th Court • Miami, Florida 33173 • (305) 838-8110

ARTICLE IV

TERM OF EXISTENCE

The Corporation shall exist perpetually unless dissolved according to law. The Corporation shall commence its existence as of June 8, 1995 the date of subscription and acknowledgement of these Articles, pursuant to Section 607.167 (1), Florida Statutes.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation in the State of Florida shall be:

**6443 Bird Road
Miami, Florida 33146**

The name of the initial registered agent of this Corporation at that address shall be:

Dr. Jorge L. Perez-Espinosa, D.O.

ARTICLE VI

ADDRESS OF PRINCIPAL BUSINESS OFFICE

The initial street address of the principal business office of the Corporation in the State of Florida shall be:

**6443 Bird Road
Miami, Florida 33146**

The Board of Directors may from time to time move the principal business office to any other address in Florida and may establish branch and other offices within or without the State of Florida.

ARTICLE VII

BOARD OF DIRECTORS

The Corporation shall be managed by a Board of Directors, which shall have two (2) director initially. The number of directors may be increased or decreased by the stockholders from time to time as provided in the By-Laws of the Corporation.

ARTICLE VIII

DIRECTORS - NAME AND STREET ADDRESSES

The names and addresses of the members of the first Board of Directors who shall hold office until their successors have been duly elected or appointed and have qualified are as follows:

<u>NAME</u>	<u>STREET ADDRESS</u>
Jorge L. Perez-Espinosa	6443 Bird Road Miami, Florida 33146
Martha M. Perez-Espinosa	6443 Bird Road Miami, Florida 33146

ARTICLE IX

INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is as follows:

Dr. Jorge L. Perez-Espinosa, D.O.
6443 Bird Road
Miami, Florida 33146

ARTICLE X

SPECIAL PROVISIONS

The following additional provisions for the regulation of the business and for the conduct of the affairs of the Corporation and creating, dividing, limiting and regulating the power of the Corporation, its stockholders and directors, are hereby adopted as a part of these Articles of Incorporation.

1. No person shall be required to own, hold or control stock in the Corporation as a condition precedent to holding an office in this Corporation.

2. The Board of Directors may prescribe a method or methods for replacement of lost certificates, and prescribe reasonable conditions by way of security upon the issued of new certificates therefor.

3. In addition to other powers granted by these

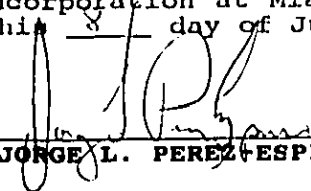
Articles of Incorporation and by law, the Corporation shall have power to adopt By-Laws not inconsistent with law or these Articles of Incorporation, and to change, amend and repeal the same, for the exercise of its corporate powers, the management, regulation and government of its affairs and property, the transfer of its records of its stock or other securities, and the calling and holding of meetings of its stockholders. In no event, however, shall the By-Laws which may the powers or rights of the Corporation provided by law and by these Articles of Incorporation.

4. The Board of Directors, by the affirmative vote of a majority of the directors then in office, and irrespective of any personal interest of any of its members, shall have authority to establish reasonable compensation of all directors for services to the Corporation as directors, officers or otherwise.

5. The Corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law.

6. Shareholders shall not have a preemptive right to purchase or subscribe for any stock of any class that the Corporation may issue or sell (or any corporate obligations convertible into any such stock), whether such issuance is in consideration for services rendered, cash or other property.

IN WITNESS WHEREOF, the undersigned has made and subscribe these Articles of Incorporation at Miami, Florida, for uses and purposes aforesaid, this 8 day of June, 1995.


JORGE L. PEREZ-ESPINOSA, D.O.

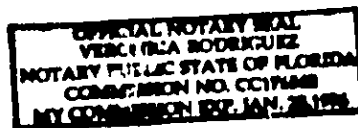
STATE OF FLORIDA)
 : ss
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared JORGE L. PEREZ-ESPINOSA, D.O., who is well known to be the person described who freely and voluntarily acknowledged 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 seal
at Miami, Florida, this 8th, day of June 1995.

Viviana Rodriguez
NOTARY PUBLIC

My Commission Expires:

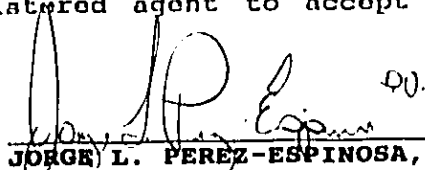


DESIGNATION AND ACCEPTANCE
OF

REGISTERED AGENT

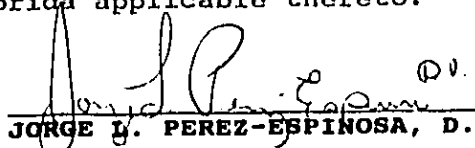
DR. JORGE L. PEREZ-ESPINOSA, D.O., P.A.

In pursuance of Section 48.091 and Chapter 607, Florida Statutes, DR. JORGE L. PEREZ-ESPINOSA, D.O., P.A. having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 6443 Bird Road, Miami, Florida 33146, has named DR. JORGE L. PEREZ-ESPINOSA, D.O. located thereat, as its registered agent to accept service of process within this State.



JORGE L. PEREZ-ESPINOSA, D.O.

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designed herein, I hereby accept to act in this capacity, and agree to comply with the laws of Florida applicable thereto.



JORGE L. PEREZ-ESPINOSA, D.O.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA