

P95000058238

ALVAREZ & ALVAREZ
9445 SW 40 STREET-SUITE 105
Miami, FL . 33165

Date JULY 14, 1995

Document Examiner
New Filing Section
Secretary of State
Division of Corporations
Tallahassee, FL 32302-1500

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-08/01/95--01041--017
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Dear Sir:

Please return the enclosed articles of incorporation to us, at the
above address, for the following corporation:

GOLIN MEDICAL CENTERS, INC

Thank you.

Sincerely,


JOSE ALVAREZ

Dmc
7/27/95

FILED
95 JUL 26 PM 3:47
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Enclosures

Certificate of Incorporation

OF GOLIN MEDICAL CENTERS, INC

We, the undersigned, hereby associated ourselves together for the purpose of becoming a corporation under the laws of the State of Florida by and under the provisions of the statutes of the State of Florida, providing for the formation, rights, privileges, immunities and liabilities of incorporation for profit.

Article I

The name of the corporation shall be: GOLIN MEDICAL CENTERS, INC

Article II

The corporation will engage in any activity or business permitted under the laws of the State of Florida and of the United States of America.

Article III

The maximum number of shares which the corporation is authorized to issue and have outstanding at any one time is 100 shares of common stock, which shares shall be of one dollar each (\$1.00).

All stock is to be issued as fully paid and exempt from assessment.

Article IV

The pledge, sales, transfer or other disposition of the capital stock may be governed and restricted by the by-laws or written agreement among the stockholders which shall be on file in the office of the corporation.

Article V

The amount of capital with this corporation may begin doing business shall be not less than one hundred dollars (\$100.00).

Article VI

The existence of the corporation is perpetual.

Article VII

The initial post office address of the principal office of the corporation in the State of Florida is 9445 BIRD ROAD, SUITE 105 - MIAMI FLORIDA 33165

The Board of Directors may, from time to time, move the principal office to any other address in the State of Florida. The registered address of the corporation is 9445 BIRD ROAD SUITE 105 - MIAMI FLORIDA 33165

The registered Agent at the registered address is OLGA SANCHEZ

Article VIII

The business of the corporation shall be managed by a Board of Directors consisting of not less than one (1) nor more than (2) directors. A quorum for the holding of meetings of the board of directors and for the transaction of any business which will be properly done by the directors on behalf of the corporation shall consist of a majority of the members thereof; but the directors, by unanimous consent in writing, included among the minutes of the corporation, may consent to the doing of any act and such consent in writing shall have the same force and effect as though a formal meeting had been held pursuant to call being duly made and as though the said act had been done and authorized at a meeting at which a quorum had been present, or such duties may be delegated to an Executive Committee.

Article IX

The names and post office addresses of the members of the first Board of Directors and the state of Corporate Officers are as follows:

Name	Title	Address
OLGA SANCHEZ	PRESIDENT	3530 SW 91 AVENUE
	SEC/TREASURER	MIAMI, FLORIDA 33165

Article X

The names and post office addresses of the subscribers of the articles of incorporation and number of shares that they agree to take are:

Name	Address	No. of Shares
OLGA SANCHEZ	3530 SW 91 AVENUE	100
	MIAMI-FLORIDA 33165	

Article XI

The stock of the corporation may be issued pursuant to the provisions of the Section 1244 of the Internal Revenue Code, so that the stockholders of the corporation may receive the benefits provided thereunder.

IN WITNESS WHEREOF, we have here unto set our hands and seal this 14TH day of JULY 1995

OLGA SANCHEZ

State of Florida
County of Dade

I HEREBY CERTIFY THAT on this day, personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments under the laws of the State of Florida,

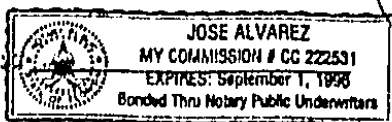
OLGA SANCHEZ

to me well known to be the persons described in and who executed the foregoing Certificate of Incorporation, and acknowledged before me that they executed the same freely and voluntarily for the purpose therein expressed.

WITNESS my hand official seal at City of Miami, State of Florida, this 14TH day of JULY 1995

[Signature]
Notary Public, State of Florida at Large.

My Commission Expires:



Certificate designating place of business or domicile for the service of process within Florida, naming Agent upon whom process may be served.

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First, that GOLIN MEDICAL CENTERS, INC
(Name of Corporation)

Desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at City of Miami, State of Florida, has named OLGA SANCHEZ
(Name of Registered Agent)

located at 9445 BIRD ROAD SUITE 105 - MIAMI FLORIDA 33165
(Street address and number of building. P.O. box address is not acceptable)

City of Miami, State of Florida, as its Agent to accept service of process within Florida.

Signature [Signature]
Title _____ Date JULY 14, 1995
PRESIDENT, SEC/TREAS.

Having been named to accept service of process for the above state corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Signature [Signature]
(Registered Agent)
Date JULY 14, 1995

P 95000058238

Requestor's Name

Collin Medical Center
7105 S.W. 8 ST. Aventura, FL 33144

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____ (Corporation Name) _____ (Document #) 1100001837601
05/24/96--01071--001
*****87.50 *****87.50
2. _____ (Corporation Name) _____ (Document #)
3. _____ (Corporation Name) _____ (Document #)
4. _____ (Corporation Name) _____ (Document #)

- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
 96 MAY 23 AM 11:54
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

NC
OK 5/3

Examiner's Initials

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

GOLIN MEDICAL CENTERS, INC.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

SEE ATTACHMENT

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: MAY 20, 1996

FOURTH: Adoption of Amendment(s) (check one)

The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

The amendment(s) was/were approved by the shareholders through voting groups.

{The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s).}

The number of votes cast for the amendment(s) was/were sufficient for approval by _____

(voting group)

/

(continued)

FILED
MAY 23 AM 11:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Signed this 20 day of MAY, 19, 96.

By *Olga Sanchez*
(Chairman or Vice Chairman of the Board of Directors, President or
other officer if adopted by the shareholders)
OR
(A director or incorporator if adopted by the directors or incorporators)

OLGA SANCHEZ
(Typed or printed name)

President - Sec/Treasurer
(Title)

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS MY POSITION AS REGISTERED AGENT.

SIGNATURE *Olga Sanchez*

DATE MAY 20, 1996

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF.
GOLIN MEDICAL CENTERS, INC

AMENDMENT(S) ADOPTED:

ARTICLE IX - BOARD OF DIRECTORS

DELETE OLD PRESIDENT: OLGA SANCHEZ
SEC/TREASURER 3530 SW 91 AVENUE
MIAMI FLORIDA 33165

ADD NEW PRESIDENT: MANUEL FERNANDEZ M.D.
SEC/TREASURER 3197 SW 111 AVENUE
MIAMI FLORIDA 33165

ARTICLE VII REGISTERED AGENT

DELETE OLD REGISTERED AGENT: OLGA SANCHEZ
3530 SW 91 AVENUE
MIAMI FLORIDA 33165

ADD NEW REGISTERED AGENT: MANUEL FERNANDEZ M.D.
3197 SW 111 AVENUE
MIAMI FLORIDA 33165

FILED
96 MAY 23 AM 11:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA