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PUBLIC ACCESS SYSTEM
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TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY
DEPARTMENT OF STATE 1402 W FLAGLER ST
STATE OF FLORIDA SUITE 200
409 EAST GAINES STREET MIAMI FL 33135- 33401-0000
TALLAHASSEE, FL 32398 CONTACT: RAY STORMONT
FAX: (904) 922-4000 PHONE: (305) 541-3694
FAX: (305) 541-3770
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: CIVIC CENTER MANGED CARE.
FAX AUDIT NUMBER: H95000008379 CURRENT STATUS: REQUESTED
DATE REQUESTED: 07/31/1995 TIME REQUESTED: 09:30:00
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
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DIVISION OF CORPORATIONS

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SECRETARY OF STATE
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ARTICLES OF INCORPORATION OF
CIVIC CENTER MANAGED CARE, INC.

ARTICLE I- NAME:

The name of this corporation is: CIVIC CENTER MANAGED CARE, INC.

ARTICLE II-DURATION:

This corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida.

ARTICLE III-PURPOSE:

This corporation is organized for the purpose of transacting any and all business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV-CAPITAL STOCK:

This corporation is authorized to issue sixty (60) shares of NO PAR VALUE common stock, which shall be designated "Common Stock".

ARTICLE V-PREEMPTIVE RIGHTS:

Every shareholders, upon the sale for cash of any new stock of

Prepared by: Roberto F. Fleitas, Esq.
782 N.W. Le Jeune Rd., # 550
Miami, Florida 33126

(305) 442-1439 / Fl. Bar No. 0273546

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this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI-INITIAL REGISTERED OFFICE AND AGENT:

The street address of the principal office of this corporation is: 1321 N.W. 14th Street, Suite 200, Miami, Florida 33134

The name of the initial registered agent of this corporation is:

Freddie M. Rodriguez, M.D.
1321 N.W. 14th Street, Suite 200
Miami, Florida 33134

ARTICLE VII-INITIAL BOARD OF DIRECTORS:

This corporation shall have one (1) director(s), initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1).

The name(s) and address(es) of the initial director(s) of this corporation is (are):

Freddie M. Rodriguez, M.D.
1321 N.W. 14th Street, Suite 200
Miami, Florida 33134

ARTICLE VIII-INDEMNIFICATION:

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

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ARTICLE IX-INCORPORATORS:

The name and address of the person(s) signing these articles of incorporation is (are):

Freddie M. Rodriguez, M.D.
1321 N.W. 14th Street, Suite 200
Miami, Florida 33134

IN WITNESS WHEREOF, the undersigned
subscriber(s) has (have) executed these Articles of Incorporation
this 26 day of July, 1995.


FREDDIE M. RODRIGUEZ, M.D.

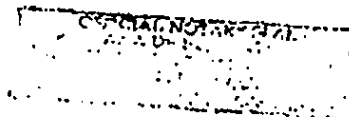
STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared
FREDDIE M. RODRIGUEZ, M.D.
known to me and known by me to be the person (s) who executed the
foregoing Articles of Incorporation, and acknowledged before me
that he executed the same for the purposes therein expressed.

The foregoing instrument was acknowledged before me on this 26
day of July, 1995, by FREDDIE M. RODRIGUEZ, M.D.
produced His Driver License who are personally known to me or who have
an oath. as identification and who did take


NOTARY PUBLIC - STATE OF FLORIDA

MY COMMISSION EXPIRES:



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

IN COMPLIANCE with Section 607.034 of the Florida Statutes, the following is submitted: CIVIC CENTER MANAGED CARE, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in the City of Miami, County of Dade, State of Florida, has named: FREDDIE M. RODRIGUEZ, M.B. as its agent to accept service of process within the State of Florida, with the registered address as: 1321 N.W. 14th Street, Suite 200, Miami, Florida 33126

ACKNOWLEDGMENTS

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE MENTIONED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

DATED: THE 26 DAY OF July, 1995.

REGISTERED AGENT
FREDDIE M. RODRIGUEZ

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