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MARKS & CHONG, P.A.

ATTORNEYS AND COUNSELORS AT LAW

605 East Robinson Street, Suite 510

Orlando, Florida 32801

Telephone (407) 872 3161

Facsimile (407) 872 3211

Stephen C. L. Chong

Thomas D. Marks

Thomas C. Shaw

Of Counsel

July 31, 1995

Bureau of Corporate Records
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32301

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Re: Herly A. Ramos, PA-C, P.A.

Dear Sirs:

Enclosed is the original and one copy of the Articles of Incorporation of Herly A. Ramos, PA-C, P.A. for filing with your office. Also find enclosed a check in the amount of \$122.50 to cover the \$35.00 filing fee, \$52.50 certified copy fee, and \$35.00 registered agent fee. Once the Articles have been filed, please return the certified copy to me in the envelope provided.

If you have any questions regarding this matter, please feel free to contact me.

Sincerely,


Stephen C. L. Chong

SCLC/pp

Encl.

cc: Herly A. Ramos

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1995 AUG -7 AM 9:45
SECRETARY OF STATE
TALLAHASSEE, FL 32301

6 Aug 1995 406 6 1995

ARTICLES OF INCORPORATION

OF

HERLY A. RAMOS, PA-C, P.A.

The undersigned, being over the age of eighteen (18) years, competent to contract, and duly licensed to practice medicine as a physician assistant in the State of Florida, for the purpose of organizing a Professional Corporation pursuant to the laws of the State of Florida, does hereby adopt the following Articles of Incorporation, and does hereby agree and certify as follows:

ARTICLE I

NAME

The name of this Corporation shall be Herly A. Ramos, P.A.

ARTICLE II

PRINCIPAL OFFICE

The principal office of this Corporation and its mailing address shall be: 10452 Bridlewood Avenue, Orlando, Florida 32825.

ARTICLE III

COMMENCEMENT OF CORPORATE EXISTENCE

This Corporation shall commence corporate existence on the filing of these Articles, and shall have perpetual existence unless sooner dissolved according to the law.

ARTICLE IV

PURPOSE

The purpose for which this Corporation is organized shall be to engage in and carry on the practice of medicine as a physician's assistant within the State of Florida, and to do those things that are necessary or proper in connection with that practice as may be permitted by way of applicable law, including, without limitation and only by illustration, the following:

(a) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner

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(b) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated, as may be regularly required in the conduct of its professional business and in connection with any other proper business activity in which the Corporation may engage.

(c) To sell, convey, mortgage, pledge, create security interests in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

(d) To lend money to and use its credit to assist its officers and employees as reasonably required in the conduct of its professional business.

(e) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise sell and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(f) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as its Board of Directors may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property and income.

(g) To enter into, make, receive assignments of, grant assignments of, and perform contracts of every nature and kind for the conduct of its professional business with any person, partnership, association, corporation, or other entity, and to carry out, cancel, and rescind such contracts.

(h) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(i) To elect or appoint officers and agents and define their duties and fix their compensation.

(j) To make and alter bylaws not inconsistent with its articles of incorporation or with the laws of the State of Florida for the administration and regulation of its affairs.

(k) To promote, by all proper and legitimate agencies and means, education and educational institutions generally, and any and all charitable, religious, scientific and educational movements, purposes or causes; to make gifts and donations for the public welfare or for charitable, religious, scientific or educational purposes.

(l) To dedicate to the public or to any governmental entity or other entity whatsoever for any public or other purpose any of its real or personal property or any interest therein.

(m) To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers and employees.

(n) To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust, or other enterprise not inconsistent with the laws of the State of Florida.

(o) To restrict the manner in which the persons to whom its capital stock shall be issued or transferred and to enact bylaws to carry these restrictions into effect.

(p) To carry on any other business in connection with and incidental to any of the foregoing businesses, transactions, and dealings; and to do any other act legal under the laws of the State of Florida with all the powers conferred on corporations by the laws of the State of Florida.

(q) To do everything necessary, proper, advisable, or convenient for the accomplishment of the corporate purpose or the attainment of any of the objectives or the furtherance of any of the powers set forth in these Articles of Incorporation, incidental to, pertaining to, or growing out of its professional business or otherwise, and at all times to comply with the provisions of the Florida Professional Service Corporation Act as currently enacted and as may be hereafter amended or superseded by any other statute.

ARTICLE V

PROFESSIONAL SERVICES

The professional services of the Corporation shall be rendered only through officers, employees, and agents who are duly licensed as physician assistants or are otherwise legally authorized to render professional services within the State of Florida.

ARTICLE VI

CAPITAL STOCK

6.1. Number and Class of Shares Authorized; Par Value.

This Corporation is authorized to issue One Thousand (1,000) shares of voting common stock, having par value of One Dollar (\$1.00) per share, which shall be designated Common Stock.

6.2. Restrictions on Issuance and Transfer.

No share of stock of this Corporation shall be issued or transferred to any person who is not a physician's assistant duly licensed to practice in the State of Florida.

6.3. Voting Rights.

The Common Stock shall possess and exercise exclusive voting rights and, at all meetings of the shareholders, each record holder of such stock shall be entitled to one vote for each share held. Shareholders holding Common Stock shall have no cumulative voting rights in any election of directors of the Corporation.

6.4. Preemptive Rights.

Each shareholder of this Corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this Corporation that may from time to time be issued, whether or not presently authorized, including shares from the treasury of this Corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the Corporation, stating the prices, terms and conditions of the issues of shares, and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the Corporation within thirty (30) days of receipt of notice from the Corporation.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time in accordance with the Bylaws, but shall never be less than one (1). The name and street address of the initial directors of this Corporation are:

Herly A. Ramos
10452 Bridlewood Avenue
Orlando, Florida 32825

ARTICLE VIII

INCORPORATOR

The name and street address of the person signing these articles of incorporation is:

Herly A. Ramos
10452 Bridlewood Avenue
Orlando, Florida 32825

ARTICLE IX

INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent and office of this Corporation shall be as follows:

Stephen C. L. Chong, Esquire
Marks & Chong, P.A.
605 E. Robinson Street, Suite 510
Orlando, Florida 32801

ARTICLE X

BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

ARTICLE XI

DIRECTOR CONFLICTS OF INTEREST

11.1. No contract or other transaction between the Corporation and one or more of its directors, or between the Corporation and any other corporation, firm, association, or other entity, in which one or more of its directors are directors or officers, or are financially interested, shall either be void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the board of directors or of a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purpose:

(a) If the fact of such common directorship, officership or financial interest is disclosed or known to the board or committee, and the board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors; or

(b) If such common directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders; or

(c) If the contract or transaction is fair and reasonable as to the Corporation at the time it is approved by the board, a committee or the shareholder.

11.2. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee which approves such contract or transaction.

ARTICLE XII

INDEMNIFICATION

This Corporation may be empowered to indemnify any officer or director, or any former officer or director in the manner set out and provided for in the bylaws of this Corporation.

ARTICLE XIII

AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any

amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XIV

HEADINGS AND CAPTIONS

The headings or captions of these various articles of incorporation are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned does hereby make and file these articles of incorporation declaring and certifying that the facts stated herein are true, and hereby subscribes thereto and hereunto sets his hand and seal this 28 day of July, 1995.

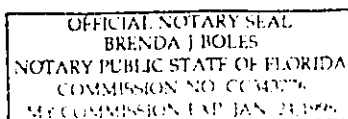
Herly A. Ramos
Herly A. Ramos

STATE OF FLORIDA
COUNTY OF ORANGE

Before me, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared Herly A. Ramos, known to me and known by me to be the person who executed the foregoing articles of incorporation, and he acknowledged before me that he executed such articles of incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 28th day of July, 1995.

(Affix Notary Seal)



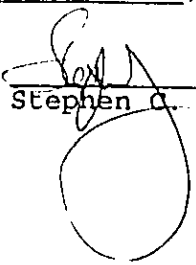
Brenda J. Roles
NOTARY PUBLIC, State of
Florida at Large

My Commission Expires: 01/24/98
(Personally Known)

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept this appointment and agree to act in this capacity, and I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties as Registered Agent.

Dated this 31st day of July, 1995.



Stephen C. L. Chong, Esquire

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TALLAHASSEE, FLORIDA

SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER AUGUST 7, 1996.
AMOUNT DUE ON OR BEFORE 8/7/96 \$225 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$375.)

PROFIT
CORPORATION
ANNUAL REPORT
1996



FLORIDA DEPARTMENT OF STATE
Sandra B. Mathern
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # P95000060822 (0)

HERLY A. RAMOS, P.A.C, P.A.

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TALLAHASSEE, FLORIDA



REINSTATEMENT

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2. Principal Place of Business		2b. Mailing Address		3. Date Incorporated or Qualified 08/07/1995		3a. Date of Last Report NA	
21. Suite, Apt. # etc.		26. Suite, Apt. # etc.		4. FEI Number 59-3331972		Applied For Not Applicable	
22. City & State		27. City & State		5. Certificate of Status Desired <input checked="" type="checkbox"/>		\$8.75 Additional Fee Required	
23. Zip		28. Zip		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		\$5.00 May Be Added to Fees	
24. Country		29. Country		8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No			
9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent			
CHONG, STEPHEN C 605 E ROBINSON ST SUITE 510 ORLANDO FL 32801				81. Name Herly A. Ramos			
				82. Street Address (P.O. Box Number is Not Acceptable) 10452 Bridlewood Ave			
				83. City Orlando			
				84. State FL			
				85. Zip Code 32825			
11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent or both in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of Section 607.0505, Florida Statutes.							
SIGNATURE Herly A. Ramos P.A.C				DATE 12-9-96			

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	NAME	11. TITLE	12. NAME
NAME	STREET ADDRESS	13. STREET ADDRESS	14. CITY - ST - ZIP
CITY - ST - ZIP		21. TITLE	22. NAME
		23. STREET ADDRESS	24. CITY - ST - ZIP
		31. TITLE	32. NAME
		33. STREET ADDRESS	34. CITY - ST - ZIP
		41. TITLE	42. NAME
		43. STREET ADDRESS	44. CITY - ST - ZIP
		51. TITLE	52. NAME
		53. STREET ADDRESS	54. CITY - ST - ZIP
		61. TITLE	62. NAME
		63. STREET ADDRESS	64. CITY - ST - ZIP

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath. That I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 617, Florida Statutes, and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: Herly A. Ramos (Herly A. Ramos) 12-9-96 (407) 366 9344

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