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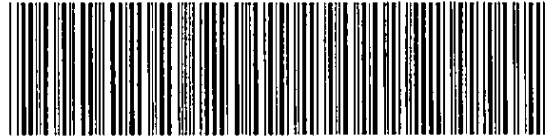
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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FROM: RITA SALCINES

DEPARTMENT OF STATE

2827 SW 10 ST.

STATE OF FLORIDA

MIAMI FL 33145-0000311-

409 EAST GAINES STREET

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: JULIAN MARQUEZ, M.D., P.A.

FAX AUDIT NUMBER: H95000011294

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 11, 1995

RITA SALCINES

MIAMI, FL

SUBJECT: JULIAN MARQUEZ, M.D., P.A.
REF: W95000020241

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

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) 487-6934.

Loria Poole
Corporate Specialist

FAX Aud. #: H95000011294
Letter Number: 395A00045993

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

ARTICLES OF INCORPORATION
OF
JULIAN MARQUEZ, M.D., P.A.

The undersigned subscriber to these Articles of Incorporation hereby desires to form a Professional Corporation for profit under the provisions of Chapter 621, Florida Statutes, and Statutes amendatory thereof and supplemental thereto.

ARTICLE ONE: The name of this corporation shall be:

JULIAN MARQUEZ, M.D., P.A.

ARTICLE TWO: The general nature of the business to be transacted shall be and is to engage in every aspect of the general practice of medicine. The professional services involved in the corporation's practice of medicine may be rendered only through its officers, agents and employees who are duly authorized and licensed to practice medicine. However, this corporation may invest its funds in real estate, mortgages, stocks, bonds and other types of investments and may own real and personal property necessary for the rendering of the professional services authorized hereby, and it may engage in partnership with other similar professional associations, or individual professionals who are duly authorized and licensed to practice medicine in the State of Florida; as it may better serve the interest of this corporation.

This corporation will carry on any business necessary or incidental to the attainment of the objectives of this corporation which are permitted by the laws of the State of Florida.

ARTICLE THREE: The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be One Hundred shares (100) at \$1.00 par value per share, all of which shall be common stock of the same class. All stock issued shall be fully paid and non-assessable.

ARTICLE FOUR: The corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida.

ARTICLE FIVE: This corporation shall have initially one director, but the number of directors of this corporation may be increased from time to time by the By-Laws, up to ten directors.

ARTICLE SIX: The Board of Directors shall exercise the general management and control of the business and may exercise all of the powers of the corporation, including the designation of officers, except those powers expressly conferred upon or reserved to the stockholders, by Statute, by the Articles of Incorporation or by the By-Laws.

THIS DOCUMENT PREPARED BY: RITA SALCINES (305) 443-1763
2827 SW 18 ST., MIAMI, FL. 33145

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ARTICLE SEVEN: The name and post office address of the member of the first Board of Directors, who, subject to the provisions of the By-Laws and these Articles of Incorporation, shall hold office for the first year of the corporation's existence or until their successor is elected and has qualified, is:

JULIAN MARQUEZ, M.D.
5972 WEST 16 AVENUE
HIALEAH, FLORIDA 33012

ARTICLE EIGHT: The name and post office address of the subscriber of these Articles of Incorporation and the statement of the number of shares of stock agreed to take is as follows:

JULIAN MARQUEZ, M.D. - ONE HUNDRED PERCENT (100%)
5972 WEST 16 AVENUE
HIALEAH, FLORIDA 33012

ARTICLE NINE: The stock of the corporation may be issued, owned and registered only in the name or names of an individual or individuals who are duly authorized and licensed to practice medicine in the State of Florida, and who are employees, officers or agents of this corporation.

ARTICLE TEN: Upon death of a stockholder, his stock shall be subject to purchase by the Corporation or by the other stockholders at such price and upon such terms and conditions and in such manner as may be provided for in the By-Laws of this corporation, or by written agreement between the corporation and its stockholders or by written agreement among the stockholders in a manner consistent with medicine and these articles.

ARTICLE ELEVEN: No stockholder of this corporation may sell or transfer any of such stockholder's shares of stock in this corporation except to another individual who is then duly authorized and licensed to practice medicine in the State of Florida and then only after the proposed sale or transfer shall have been first approved, at a stockholder's meeting especially called for such purposes, by such proportion, not less than a majority, of the outstanding stock, excluding the shares of stock proposed to be sold or transferred, as may be provided from time to time in the By-Laws. In such stockholder's meeting, the shares of stock proposed to be sold or transferred may not be voted or counted for any purpose.

ARTICLE TWELVE: In furtherance of, and not in limitation of the powers conferred by Statute, the following specific provisions are made for the regulation of the business and the conduct of the affairs of the corporation:

1. Subject to such restrictions, if any as are herein expressed and such further restrictions, if any as may be set forth in the By-Laws, the Board of Directors shall have the general management and control of the business and may exercise all of the powers of the corporation except such as may by Statute, or by the Articles of Incorporation or amendments thereto, or by the By-Laws as constituted from time to time, expressly conferred upon or reserved to the stockholders.

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2. The corporation shall have such officers as may from time to time be provided in the By-Laws and such officers shall be designated in such manner and shall hold their offices for such term and shall have such powers and duties as may be prescribed by the By-Laws or as may be determined from time to time by the Board of Directors subject to the By-Laws.

3. No contract or other transaction between the corporation and any other firm, association or corporation shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in; or is a member, director or officer, or are members, directors or officers of such other firm or corporation; and any director or directors, individually or jointly, may be a party or parties to or may be interested in any contract or transaction of the corporation or in which the corporation is interested; and no contract, act, or transaction of the corporation with any person, firm, association or corporation shall be affected or invalidated by the fact that any director or directors of the corporation is a party or are parties to or are interested in such contract, act or transaction or in any way connected with such person, firm, association or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may in any way be interested.

ARTICLE THIRTEEN. This corporation reserves the right to amend, alter, change or repeal any provision contained herein in the manner now or hereafter prescribed by law, and all rights conferred on stockholders herein are granted subject to this reservation.

ARTICLE FOURTEEN. The private property of the stockholders, officers and directors shall not be subject to the payment of the obligations of the corporation to any extent.

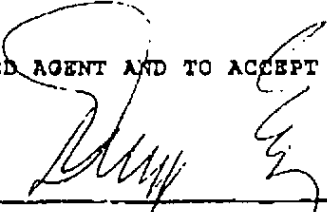
ARTICLE FIFTEEN. The Registered Agent for service of process in the State of Florida and its registered office and principal place of business shall be:

JULIAN MARQUEZ, M.D.
5972 WEST 16 AVENUE
MIA/EAH, FLORIDA 33012

ARTICLE SIXTEEN. The shareholders may, at their sole discretion, repeal, alter or amend By-Laws of this corporation as provided under Chapter 607.081 of the Florida Statutes, restricting the power vested in the Board of Directors to adopt, amend or repeal the By-Laws within its regular course of business.

IN WITNESS WHEREOF, the undersigned subscribing incorporator has hereunto set his hand and seal for the purpose of forming this corporation under the laws of the State of Florida, and hereby makes, subscribes, acknowledges and files in the Office of the Secretary of State of the State of Florida, these Articles of Incorporation and certifies that the facts herein stated are true, all this 5th day of October, 1995.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT THE SERVICE.



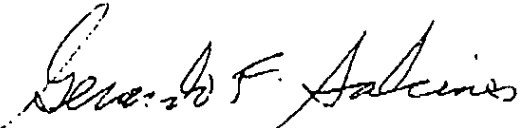
(SEAL)
JULIAN MARQUEZ, M.D.
Incorporator & Registered Agent

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TALLAHASSEE, FLORIDA

STATE OF FLORIDA }
 } ^{SS}
COUNTY OF DADE }

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgements, personally appeared JULIAN MARQUEZ, M.D., who after first being sworn, executed the foregoing Articles of Incorporation, freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal, at Miami, County and State aforementioned, this 5th day of October, 1995.



Notary Public, State of Florida

My Commission Expires:

