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1341 SOUTHWEST FIRST STREET
KNEALE BUILDING
MIAMI, FLORIDA 33135

TEL. (305) 642-9500
FAX (305) 541-7884

MALCOLM LEWIS KNEALE

ATTORNEY AT LAW

December 20, 1995

Corporate Records Bureau
Division of Corporation
Box 6327
Tallahassee, Florida 32301

500001671795
-12/27/95--01047--009
****122.50 ****122.50

Re: New Corporation: ADVANCE MEDICAL GROUP, INC.,

Gentlemen:

Enclosed please find the following items in reference to the above corporation.

- 1) Original and two copies of Articles of Incorporation
- 2) Original and two copies of Registered Agent Certificate.

Both the originals and copies have been subscribed and acknowledged by the subscriber in the same manner.

Please endorse your approval for the Articles of Incorporation on the copy, certify it, and return to the undersigned.

Enclosed is my check in the amount of \$122.50 to cover the following expenses:

- a) Charter Tax
- b) Filing Tax
- c) Certified Copy
- d) Registered Agent Fee

Thank you for your anticipated cooperation.

Very truly yours,

MALCOLM LEWIS KNEALE, ESQ.

:se
Encls.
:se
Encls.

95 DEC 26 AM 11:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

1/3/96
TK

CERTIFICATE OF INCORPORATION

OF

ADVANCE MEDICAL GROUP, INC.,

FILED
95 DEC 26 AM 11:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I.

The name of this corporation is:

ADVANCE MEDICAL GROUP, INC.,

II.

The general nature of the business or objects or purposes proposed to be transacted, promoted or carried on are as follows:

- a) To operate a medical office;
- b) Generally, to do any and all things allowed and permitted to be done by a Corporation under the Statutes of the State of Florida.

III.

The total maximum number of shares of stocks which this corporation is authorized to have outstanding is one thousand (1000) Shares of Common Stock, with nominal or par value of (\$1.00) Dollars per share.

IV.

The corporation will commence business with no less than One Thousand (\$1,000.00) Dollars in cash.

The principal offices of said corporation shall be situated at 1840 Coral Way Suite 300, Miami, Florida 33145. The post office address being the same.

VI.

The corporation shall commence business with one Director: The name and post office address of the first Board of Directors are as follows:

NAME:

POST OFFICE ADDRESSES:

CARLOS ENGRACIO

1840 CORAL WAY
SUITE 300
MIAMI, FLORIDA 33145

VII.

The names of the subscriber to the capital stock and that number of shares subscribed to is as follows; the addresses are the same as in Section VI.

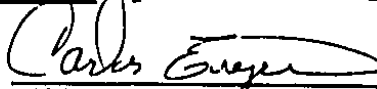
NAME

NUMBER OF SHARES

CARLOS ENGRACIO

100

I THE UNDERSIGNED, being the original subscriber to the capital stock hereinbefore named, for the purposes of forming a corporation to do business, both within and without the State of Florida, in accordance with the laws of this State, do make and file this Corporation, hereby declaring and certifying that the facts herein are true, and do agree to take the number of shares of stock hereinbefore set forth, and accordingly have hereunto set our hand and seal this 21 day of December 1995.


CARLOS ENGRACIO


STATE OF FLORIDA)

ss:

COUNTY OF DADE)

I HEREBY CERTIFY that on this day, personally appeared before me, the undersigned authority, duly authorized to administer oath and take acknowledgement, CARLOS ENGRACIO incorporator in the foregoing Certificate of Incorporation, and state the same to be my act and deed, and that the facts therein stated are truly set forth.

GIVEN, under my hand and official seal this 21 day of December, 1995


NOTARY PUBLIC,

MY COMMISSION EXPIRES:

OFFICIAL NOTARY SEAL
MALCOLM LEWIS KNEALE
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC175745
MY COMMISSION EXP. FEB. 25, 1996

STATE OF FLORIDA
DEPARTMENT OF STATE

FILED
9 DEC 26 AM 11:53
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED AND NAMES AND ADDRESSES OF THE
OFFICERS AND OF THE DIRECTORS

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

ADVANCE MEDICAL GROUP, INC., a corporation duly organized and existing under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, at the City of MIAMI, County of DADE, and State of Florida, has named GLORIA M. ENGRACIO, located at 7270 N.W. 6 STREET, Miami, Florida 33126 as its agent to accept service of process within the State of Florida.

OFFICERS & TITLES

POST OFFICE ADDRESSES

CARLOS ENGRACIO

1840 CORAL WAY SUITE 300
MIAMI, FLORIDA 33145

Carlos Engracio
By: CORPORATE OFFICER

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above State Corporation, at place designated in this Certificate, I hereby Accept to Act in this Capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

Glenn Engracio
RESIDENT AGENT