

01/12/96

EFFECTIVE DATE

01/10/96

ARTICLES OF INCORPORATION OF  
"DOCTORS OFFICE CENTER, INC."

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

96 JAN 12 PM 2:45

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE ONE  
NAME:

The name of the corporation is:

"DOCTORS OFFICE CENTER, INC."

ARTICLE TWO  
DURATION:

The term of existence of this Corporation is perpetual.

ARTICLE THREE  
PURPOSE:

The general nature of the business and the objects and purpose to be transacted and carried on are to do any and all things allowed and permitted to be done by corporations under the Statutes of the State of Florida, and to do any and all of the things hereinafter mentioned as full and to the same extent as natural persons might or could do, to wit:

(a) Medical Services.

(b) To subscribe for, invest in, purchase or otherwise acquire, to own, hold, sell, exchange, pledge or otherwise dispose of, securities of every nature and kind, including, without limitation, all types of stocks, bonds, debentures, or obligations or evidence of indebtedness or ownership or participation issued or created by any and all associations, trusts or corporation, public or private, whether created, established or organized under the laws of the United States, any of the States, or any territory or district or colony or possession thereof, or under the laws of any foreign country, and also foreign and domestic government and municipal obligations, bank acceptances, commercial paper and secured all loans; to pay for the same in cash or property or by the issue of stock, bonds or notes of this Corporation or otherwise; and while owing or holding and such securities, to exercise all of the rights, powers and

privileges of a stockholder or owner, including the rights to transfer and convey the said stock or other securities to one or more persons, firms, associations or corporations subject to voting trusts or other agreements placing in such persons voting or other powers in respect of said stocks or other securities; to borrow money or otherwise obtain credit and to secure the same by mortgaging, pledging or otherwise subjecting as security the assets of this Corporation.

(c) To build, erect, construct, purchase, hire or otherwise acquire, own, provide, establish, maintain, hold, work, develop, sell, convey, lease, mortgage, exchange, improve and otherwise deal in and dispose of real estate and real property and all other kinds of property of whatsoever nature, whether real, personal or mixed, or any interests or rights therein without limits as to amounts; to buy, sell, assign, convey and cancel liens upon personal and real estate of every kind and nature whatsoever; to act as broker or agent for the purchase, sale, leasing and management of real estate, and the negotiating of loans thereon; to borrow and lend money and to negotiating loans; to draw, endorse, accept, discount and deliver bills of exchange, promissory notes, bonds, debentures, and other negotiable instruments of whatsoever nature and secure the same by mortgage on its property or otherwise; to issue on commission, subscribe for, take, acquire, hold, exchange and deal in shares, stocks, bonds, obligations or securities of any government or authority, individual or corporation.

(d) To carry on the business of a holding company and to purchase and acquire any mercantile or commercial business, trade or enterprise permitted by the laws of the State of Florida, and to own, hold, operate, maintain, use, sell or otherwise dispose of the same; to enter into or engage in any such business, trade or enterprise.

(e) To make and carry out contracts for building, erecting, improving and repairing buildings, structures, improvements, warehouse, docks, bridges, bulkheads, sea walls, fills and structures of every kind and nature whatsoever; to build, construct or repair roads, bridges, wharves, sea walls, sidewalks, ditches, drains, bulkheads and in connection therewith, to use any appliance or appliances, dredge or equipment of whatsoever nature for the purpose of so doing; to carry on in any and all of its respective branches and the business of general contracting of whatsoever nature; to own and operate boats, boat lines, bridges and dredges; to make deepen or widen channels or canals; to fill in low ground, to buy, sell, manufacture, trade and deal in machinery, tools, and in steel, iron, plaster, granite, implements, stone, brick, lumber, shell, sand and every kind of building material and supplies whatsoever; to make all manner of river and harbor improvements; to engage in the building of buildings and repairing of vessels, ships,

boats, aircrafts and to do all manner of marine construction.

(f) To engage in the sales and commission business in the representation of factories, wholesalers and businesses which require the use and service of a sales and commissions agency, and to do all things necessary in connection with the operation of a sales and commission agency; as well as to engage in other similar and allied businesses incidental to a sale and commission agency, which said agency will operate both within and without the continental limits of the United States of America.

#### ARTICLE FOUR SHARES:

The aggregate number of shares which the corporation has authority to issue is 100, all of which shall be common shares of \$ 1.00 par value.

#### ARTICLE FIVE PREEMPTIVE RIGHTS GRANTED:

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued shares of treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

#### ARTICLE SIX REGISTERED OFFICE:

The initial street address of the office of the Corporation is:

5545 S.W. 8th Street, Suite 102  
Miami, Florida 33134

The name and address of the initial registered agent is:

Gabriela Hernandez  
5545 S.W. 8th Street, Suite 102  
Miami, Florida 33134

#### ARTICLE SEVEN DIRECTORS:

The Board of Directors of the Corporation shall consist of one (1) member. The names and addresses of the First Board of Directors are:

Gabriela Hernandez  
5545 S.W. 8th Street  
Suite 102  
Miami, Florida 33134

ARTICLE EIGHT  
INCORPORATORS:

The names and addresses of the initial incorporators are:

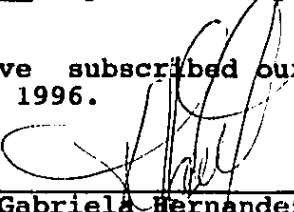
Gabriela Hernandez  
President, Vice President,  
Treasurer, Secretary and  
Registered Agent  
5545 S.W. 8th Street  
Suite 102  
Miami, Florida 33134

100 Shares par value

ARTICLE NINE  
COMMENCEMENT OF EXISTENCE

The corporation shall be deemed to have commenced its existence on the 10th day of January, 1996.

IN WITNESS WHEREOF, we have subscribed our names this 10th day of January, 1996.

  
\_\_\_\_\_  
Gabriela Hernandez  
5545 S.W. 8th Street  
Suite 102  
Miami, FL 33134

STATE OF FLORIDA  
COUNTY OF DADE ss:

Before me, a Notary Public of the State of Florida, City of Miami, County of Dade, U.S.A. at large, on this 10th day of January, 1996 personally appeared; GABRIELA HERNANDEZ

known to me to be the person whose names are subscribed to the above instrument, and after identifying herself to me, she acknowledged to me that she executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and Official Seal, this 10th day of January, 1996.



GABRIELA GONDI  
My Commission C0320282  
Expires Oct. 03, 1997  
Bonded by FIAI  
800-422-1000

[Signature]  
Notary Public, State of Florida  
at Large

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for DOCTORS OFFICE CENTER, INC., at the place designated in the Articles of Incorporation, I agree to comply with the provisions of The Florida Statutes relative to keeping open such office. I further state that:

"I hereby am familiar with and accept the  
0 duties and responsibilities as registered  
agent for said corporation."

Date: 1/10/96

[Signature]  
GABRIELA HERNANDEZ  
registered agent

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SECRETARY OF STATE  
CORPORATIONS  
96 JAN 12 PM 2:45