1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0[illegible] FAX

800-342-8086

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DIVISION OF CORPORATION

CSC networks
PRENTICE HALL LEGAL & FINANCIAL SERVICES

ACCOUNT NO. # 072[illegible]00032

REFERENCE # 810495 99475A

AUTHORIZATION #

COST LIMIT # $

ORDER DATE : January 18, 1996

ORDER TIME : 10:18 AM

ORDER NO. : 810495

CUSTOMER NO: 99475A

900001692139
-01/18/96--01077--005
****122.50 ****122.50

CUSTOMER: Theodore M. Goldberg,esq
THEODORE M. GOLDBERG,ESQ

Suite 400
3250 Mary Street
Coconut Grove, FL 33133

DOMESTIC FILING

FILED
96 JAN 18 AM 11: 50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NAME: MARK S. AVILA, M.D., PROFESSIONAL ASSOCIATION

X ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

X CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail L. Shelby

EXAMINER'S INITIALS: T. BROWN JAN 19 1996

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
MARK S. AVILA, M.D., PROFESSIONAL ASSOCIATION

THE UNDERSIGNED, subscriber to these Articles of Incorporation, a natural person competent to contract, does hereby present these Articles for the formation of a Corporation in accordance with the laws of the State of Florida under Chapter 621, Florida Statutes.

ARTICLE I
NAME

The name of this Corporation shall be Mark S. Avila, M.D., Professional Association.

ARTICLE II
DURATION

This corporation is to exist perpetually, unless sooner dissolved according to law.

ARTICLE III
GENERAL NATURE OF BUSINESS, POWERS, AND PURPOSE

The general nature of the business to be transacted by this corporation is

To engage in every phase and aspect of the business of rendering the same professional services to the public that a Doctor of Medicine, duly licensed under the laws of the State of Florida, is authorized to render, but such professional services shall be rendered only through officers, employees, and agents who are duly licensed under the laws of the State of Florida to practice such profession.

To invest the funds of this corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and to own real and personal property necessary for the rendering of professional services.

To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the corporation, and in general, either alone or in association with other corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or objects of this corporation.

The foregoing paragraph shall be construed as enumerating both objects and purposes of this corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this corporation otherwise permitted by law.

ARTICLE IV
AUTHORIZED CAPITAL STOCK

The maximum number of shares of stock this corporation is authorized to have outstanding at any time shall be one hundred (100) shares of common stock, such shares to be of one dollar ($1.00) par value. None of the shares of this corporation may be issued to anyone other than an individual duly licensed to practice medicine in the State of Florida. If any shareholder becomes legally disqualified to practice medicine in the State of Florida, such shareholder's shares shall immediately become subject to purchase by this corporation in accordance with the by-laws adopted by the shareholders.

ARTICLE V
INITIAL CAPITAL

The amount of capital with which this corporation shall commence business shall be not less than FIVE HUNDRED ($500.00) DOLLARS.

ARTICLE VI
ADDRESS

The initial street address of the principal office of this corporation is 7150 West 20th Ave., Suite 602, Hialeah, Fl. 33016.

ARTICLE VII
DIRECTORS

This corporation shall have one (1) Director, initially. The number of Directors may be increased or diminished from time to time, by By-Laws adopted by the Stockholders. If required by the ethics of the profession, Directors shall be required to possess the same professional qualifications as shareholders are required to possess.

ARTICLE VIII
INITIAL DIRECTORS AND RESIDENT AGENT

The name and street address of the initial director is:

Name: Mark S. Avila, M.D.

Address: 7150 West 20^{th} Ave., Suite 602, Hialeah, Fl. 33016.

The name and street address of the initial Resident Agent is:

Name: Theodore M. Goldberg, Esq.

Address: 3250 Mary Street, Suite 400, Coconut Grove, Fl. 33133

ARTICLE IX
SUBSCRIBER

The name and street address of the subscriber of these Articles of Incorporation is:

Name: Mark S. Avila, M.D.

Address: 7150 West 20^{th} Ave., Suite 602, Hialeah, Fl. 33016.

ARTICLE X
CONTRACTS

No contract or other transaction between this corporation and any other corporation shall be affected by the fact that any Director of this corporation is interested in, or is a Director or officer of, such other corporation, and any Director, individually or jointly, may be a party to, or may be interested in, any contract or transaction of this corporation or in which this corporation is interested; and no contract, or other transaction of this corporation with any person, firm, or corporation, shall be affected by the fact that any Director of this corporation is a party in any way connected with such person, firm, or corporation, and every person who may become a Director of this corporation is hereby relieved from any liability that might otherwise exist from contracting with this corporation for the benefit of himself or any firm, association, or corporation in which he may be in any way interested.

ARTICLE XI
ADDITIONAL CORPORATE POWERS

In furtherance and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objects hereinabove stated, this corporation shall have all and singular the following powers:

This corporation shall have the power to enter into, or become a partner in, any arrangement for sharing profits, union of interest, or corporation, joint venture, or otherwise, with any person, firm, or corporation to carry on any business which this corporation has the direct or incidental authority to pursue.

This corporation shall have the power to deny to the holders of the common stock of this corporation any pre-emptive right to purchase or subscribe to any new issues of any type of stock of this corporation, and no shareholder shall have any pre-emptive right to subscribe to any such stock.

This corporation shall have the power, at its option, to purchase and acquire any and all of its shares owned and held by any such shareholder as should desire to sell, transfer, or otherwise dispose of his shares, in accordance with the By-Laws adopted by the shareholders of this corporation setting forth the terms and conditions of such purchases; provided, however, the capital of this corporation is not impaired.

This corporation shall have the power to enter into, for the benefit of its employees, one or more of the following:

1. a pension plan,
2. a profit-sharing plan,
3. a stock bonus plan,
4. a thrift and savings plan,
5. a restricted stock option plan, or
6. other retirement or incentive compensation plans.

IN WITNESS WHEREOF, I, the subscriber, have executed these Articles of Incorporation this 16th day of January 1996.

Mark S Avila

Mark S. Avila, M.D.

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Mark S. Avila, M.D., who produced a Florida driver's license as identification, who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal this ____ day of ______________, 1996 at Miami, Dade County, Florida.

NOTARY PUBLIC, STATE OF FLORIDA AT LARGE

My commission expires:

Having been named to accept service of process for the above named corporation, at place designated in these Articles, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

By: ______________________
(Registered Agent)

pa

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA