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January 22, 1996

RECEIVED
JAN 23 1996
STATE

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32301


Re: JUAN J. PEREZ, M.D., P.A.

Dear Sir/Madam:

Enclosed find an original and one copy of Articles of Incorporation for the above-referenced Corporation. Also enclosed is check in the sum of \$70.00 to cover your filing fees.

Please stamp the copy of the Articles with the date received in your office and return to the undersigned.

Thank you for your assistance in this matter.

Very truly yours,

Harry A. Jones

HAI/re
Enc.

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FILED
STATE OF FLORIDA
DIVISION OF CORPORATIONS
95 JAN 26 AM 10:44

ARTICLES OF INCORPORATION

OF

JUAN J. PEREZ, M.D., P.A.

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, and admitted to practice as an internist under the laws of the State of Florida, does hereby form a professional corporation under the laws of the State of Florida.

ARTICLE I

The name of this Corporation is: **JUAN J. PEREZ, M.D., P.A.** The principal place of business and the mailing address of the corporation shall be: 805 Century Medical Drive, Suite A, Titusville, FL 32796.

ARTICLE II

The nature of the business of this corporation is the practice of pulmonary and internal medicine and all related business necessary thereto.

ARTICLE III

The capital stock of this corporation shall be 500 shares of \$1.00 par value common stock. Said stock shall be issued pursuant to a plan under Section 1244 of the Internal Revenue Code of 1954 as amended by the Small Business Tax Revision Act of 1958.

All of said stock shall be payable in cash, or property other than stock or securities in lieu of cash, at a just valuation to be determined by the stockholders of this corporation.

ARTICLE IV

The amount of capital with which this corporation will begin business is \$500.00.

ARTICLE V

This corporation shall exist perpetually.

ARTICLE VI

The initial registered agent and registered office of the corporation in the State of Florida is:

JUAN J. PEREZ, M.D.
805 Century Medical Drive, Suite A
Titusville, FL 32796

The stockholders may from time to time move the principal office to any other address in Florida.

ARTICLE VII

The Board of Directors shall consist of the Stockholders of this corporation.

ARTICLE VIII

The names and addresses of the officers are:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
JUAN J. PEREZ, M.D.	805 Century Medical Drive Suite A Titusville, FL 32796	President
JUAN J. PEREZ, M.D.	805 Century Medical Drive Suite A Titusville, FL 32796	Secretary

ARTICLE IX

The name and post office address of the sole subscriber to the Certificate of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
JUAN J. PEREZ, M.D.	805 Century Medical Drive Suite A Titusville, FL 32796

ARTICLE X

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a stockholder's meeting by a majority of the stock entitled to vote thereon, unless all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI

1. No one other than an individual who is duly licensed as an internist under the laws of the State of Florida may own any corporate stock of this corporation; nor may any shareholder enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his stock.

2. If any officer, stockholder, agent or employee of this corporation who has been rendering professional services to the public becomes legally disqualified to render such services within the State of Florida, or is elected to a public office or accepts employment that, pursuant to existing law, places restrictions or limitations upon his continued rendering of such professional services, he shall sever all employment with, and financial interest in the corporation.


3. No shareholder of the corporation may sell or transfer his stock in this corporation except to another individual who is eligible to be a shareholder of the corporation, and such sale or transfer may be made only after the same has been approved at a stockholder's meeting, exclusive of the stock proposed to be sold. The shares of stock held by the shareholder proposing to sell or transfer his shares may not be voted or counted for any purpose at said meeting.

4. In the event there is more than one shareholder in the corporation, before stock is issued to shareholders, they must have negotiated with the other shareholders and/or the corporation a buy and sell agreement providing for the redemption or disposition of their stock in the event their interest in the corporation is terminated for any reason. An executed copy of the buy and sell agreement must be filed with the secretary of the corporation and made a part of the records of the corporation.

ARTICLE XII

For accounting purposes only, this corporation will begin existence on the 15th day of January, 1996.

IN WITNESS WHEREOF, the undersigned, being the original subscriber to the capital stock hereinabove named, for the purpose of forming a corporation to do business in the State of Florida, under the laws of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and does agree to take the number of shares hereinabove set forth, and hereunto sets his hand and seal this 19 day of January, 1996.

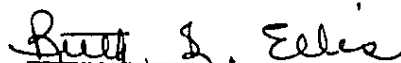


JUAN J. PEREZ, M.D. (SEAL)

STATE OF FLORIDA
COUNTY OF BREVARD

BEFORE ME, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared JUAN J. PEREZ, M.D., to me well known to be the person who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed. Said person is personally known to me and did take an oath.

WITNESS my hand and official seal this 19 day of January, 1996.



Notary Public, State of Florida
My Commission Expires:



RUTH S. ELLIS
MY COMMISSION # DC298099 EXPIRES
July 9, 1997
BONDED THROUGH TROY FAIR INSURANCE, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN 26 AM 10:14

STATEMENT OF DESIGNATION AND ACCEPTANCE
OF INITIAL REGISTERED AGENT AND REGISTERED OFFICE OF
JUAN J. PEREZ, M.D., P.A.

Pursuant to the provisions of Florida Statutes, Sections 48.091 and 607.0501, the undersigned, as President of JUAN J. PEREZ, M.D., P.A., hereby files this statement of the designation and acceptance of the initial registered agent of the Corporation.

The street address of the initial registered office of this Corporation is 805 Century Medical Drive, Suite A, Titusville, FL 32796, and the name of the initial registered agent of this corporation at that address is JUAN J. PEREZ, M.D.

DATED this 19 day of January, 1996.



JUAN J. PEREZ, M.D.

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I hereby accept appointment as the registered agent of JUAN J. PEREZ, M.D., P.A., at the initial registered office of the Corporation at 805 Century Medical Drive, Suite A, Titusville, FL 32796.

DATED this 19 day of January, 1996.



JUAN J. PEREZ, M.D.