

P96000027369

Secretary of State
Corporate Division
The Capital
409 East Gaines Street
Tallahassee, Florida 32301

RE: Manuel A. Leal, P.A. Art. Of Inc.

800001754358
-03/22/96--01052--002
****122.50 ****122.50

Dear Sir or Madam:

I am enclosing herewith an original and a copy of the Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$ 122.50 is enclosed which represents the following fees:

FILLING FEE	\$ <u>35.00</u>
CERTIFIED COPY	\$ <u>52.50</u>
REGISTERED AGENT FEE	\$ <u>35.00</u>
 TOTAL	 \$ <u>122.50</u>

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Your prompt attention to this would be appreciated.

Very truly yours,



Enc.

LEANDRO LEAL
3191 Coral Way, Ste 107
MIAMI, FL 33145

FILED
96 MAR 22 PM 1:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MAR 28 1996 BSB

ARTICLES OF INCORPORATION

The undersigned natural person, competent and licensed to practice Medicine in the State of Florida, acting hereby as Incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of Section 607, Florida Business Corporation Act, and Section 621, Florida Professional Service Corporation Act, of the Florida statutes, does hereby adopt the following Articles of Incorporation:

I

NAME OF CORPORATION, PRINCIPAL OFFICE AND MAILING ADDRESS

The name of this Corporation shall be Manuel A. Leal, M.D., P.A.

The principal office of this corporation shall be _____

704 E. Hilltop St., Fruitland Park, Fl. 34731

The mailing address of this corporation shall be _____

704 E. Hilltop St., Fruitland Park, Fl. 34731

II

PURPOSES

The general nature and purposes of business to be transacted, promoted and carried on by the corporation are as follows:

a. To engage in every aspect in the practice of Medicine and all its fields of specializations, as are engaged in by Manuel A. Leal, M.D.

b. To engage and render the professional services involved only through its officers, agents and employees who shall be Manuel A. Leal, M.D. in good standing and duly licensed or otherwise legally authorized within the State of Florida

FILED
96 MAR 22 PM 1:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

to render the same professional service as this corporation.

c. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.

d. To engage in no other business other than the rendition of the professional services specified herein.

e. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

III

CAPITAL STOCK

a. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 100 shares of common stock at ten cents \$ 0.10 per share par value.

b. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

c. Shares of the corporation's stock and certificates shall be issued only to Manuel A. Leal, M.D. in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

IV

DURATION

The corporation shall have perpetual existence.

V

REGISTERED AGENT

The address of this corporation's initial registered office is 704 E. Hilltop St. Fruitland Park, Fl. 34731 and the name of its initial registered agent at said address is Manuel A. Leal, M.D.

VI

INCORPORATOR

The name and address of the Incorporator is as follows:
Manuel A. Leal, M.D.

704 E. Hilltop St. Fruitland Park, Fl. 34731

VII

BOARD OF DIRECTORS

The corporation shall have a Board of Directors consisting of one person (s). The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders but shall never be less than one. The names and address of the initial Directors of this corporation are:

Manuel A. Leal, M.D.

704 E. Hilltop St. Fruitland Park, Fl. 34731

VIII

INFORMAL SHAREHOLDER ACTION

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the Corporation as part of the corporate record:

IX

SEVERANCE AND TERMINATION OF EMPLOYMENT

If any officer, director, stockholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accept employment that places restrictions or limitations on his continued rendering of such professional services, he shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

X

INFORMAL DIRECTOR ACTION

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

XI

INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

XII

BYLAW AMENDMENT

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in The Board of Directors and Stockholders provided such amendments be in compliance with the laws of Florida governing a Professional Service Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in State of Florida, this 18th day of December 19 95.

Manuel A. Real, M.D.
INCORPORATOR

Manuel A. Real, M.D.
REGISTERED AGENT

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared Manuel A. Real, M.D., who is to me well known to be the person described in and who executed the foregoing Articles of Incorporation as the Incorporator, and he acknowledged to and before me that he executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Orange County, Florida in the said County and State, this 18th day of December, 1995.

Beverly M. Vaughn 12/18/95
NOTARY PUBLIC



BEVERLY M. VAUGHN
My Comm Exp. 1/17/99
Bonded By Service Ins
No. CC433779

Personally Known Other I.D.

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating its registered office and registered agent, in the state of Florida.

1, The name of the Corporation is _____

Manuel A. Leal, M.D., P.A.

2. The name and address of the registered agent and office of the Corporation is:

NAME: Manuel A. Leal, M.D.

STREET ADDRESS: 704 E. Hilltop St.

CITY, STATE, ZIP: Fruitland Park, Fl. 34731

SIGNED:



Manuel A. Leal, M.D.
NAME OF CORP. OFFICER

President
TITLE

12/18/95
DATE

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



DATE: 12/18/95

FILED
95 MAR 22 PM 1:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA