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((H96000006139)) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
 NAME: VEIH CENTER ACQUISITION CORP.
 FAX AUDIT NUMBER: H96000006139 CURRENT STATUS: REQUESTED
 DATE REQUESTED: 05/01/1996 TIME REQUESTED: 10:32:11
 CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
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ARTICLES OF INCORPORATION
OF
VEIN CENTER ACQUISITION CORP.

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The undersigned incorporator, for purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

- FIRST: The name of the Corporation is VEIN CENTER ACQUISITION CORP. (the "Corporation").
- SECOND: The street address of the initial principal office and mailing address of the Corporation is 7871 NW 15th Street, Miami, Florida 33126.
- THIRD: The Corporation is authorized to issue 1,000 shares of common stock, par value \$.01 per share.
- FOURTH: The street address of the initial registered office of the Corporation is: 7871 NW 15th Street, Miami, Florida 33126 and the registered agent at that address is: Eduardo Naranjo.
- FIFTH: The name and address of the incorporator of the Corporation is: Eduardo Naranjo, 7871 NW 15th Street, Miami, Florida 33126.
- SIXTH: The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.
- SEVENTH: The Corporation shall have three directors initially and the number of directors may be increased or diminished from time to time as provided in the Bylaws but shall never be less than one. The names and addresses of the initial directors of the Corporation are:

Eduardo Naranjo
7871 NW 15th Street
Miami, Florida 33126

Frank Rodriguez
7871 NW 15th Street
Miami, Florida 33126

COPY TO BUREAU OF REVENUE
960430

Broad & Castel
801 S. Biscayne Blvd. # 3080
Miami, FL 33131
(305) 373-9400 / FBN. 438870
Allison A. Lichter, Esq.

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Jose A. Santos, Jr.

305-371-9100

IRLAND C CASSEL

201 S MISCAYNE BLVD STE 3000

MIAMI

FL 33131

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<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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REGISTRATION/ QUALIFICATION	
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<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

N. HENDRICKS JUL - 3 1996

Examiner's Initials	
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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION

OF

VEIN CENTER ACQUISITION CORP.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, Frank Rodriguez, President of Vein Center Acquisition Corp., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), hereby certifies as follows pursuant to Section 607.1006 of the Florida Business Corporation Act:

1. The name of the Corporation is Vein Center Acquisition Corp.
2. Article First of the Articles of Incorporation of the Corporation is amended in its entirety to read as follows:

FIRST: The name of the corporation is Freeman and Stein Medical Center, Inc.

3. The foregoing amendment was adopted by the Shareholders and the Board of Directors of the Corporation by Joint Unanimous Written Consent dated June 11, 1996.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Articles of Amendment this 26 day of June, 1996.



Frank Rodriguez, President