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A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

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*BOARD CERTIFIED WILL
TRUSTS AND ESTATE LAWYER

TELEPHONE
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May 7, 1996

By Federal Express

Florida Department of State
Division of Corporations
Atten: New Filing
409 East Gaines Street
Tallahassee, FL 32399

000001814270
-05/09/96--01017--010
****122.50 ****122.50

Re: RAUL R. VERDE, M.D., P.A.

Gentlemen:

Enclosed are the original and one copy of the Articles of Incorporation for the above-captioned proposed Florida corporation. Also enclosed is a check from Dr. Verde payable to your order in the amount of \$122.50 to cover the cost of the following:

Filing fee	\$35.00
Certified copy of Articles	52.50
Registered agent designation	35.00
	<u>\$122.50</u>

Please file the Articles of Incorporation and forward a certified copy to us.

Sincerely yours,

Lisa Kane DeVitto
Lisa Kane DeVitto, Esquire

LKD/cg

y:\wpdata\files\verde\doc57

9/5/96

EFFECTIVE DATE

5/3/96

ARTICLES OF INCORPORATION

OF

RAUL R. VERDE, M.D., P.A.

FILED
STATE
RECORDS
96 MAY -3 AM 11:19

The undersigned subscriber to these articles of incorporation, being duly licensed to practice medicine under the laws of the State of Florida, adopts these articles to form a corporation, under the Professional Service Corporation Act, F.S., Chapter 621, and other laws of the State of Florida.

ARTICLE I

NAME OF CORPORATION

The name of this corporation is:

Raul R. Verde, M.D., P.A.

ARTICLE II

GENERAL PURPOSE

The professional service corporation is formed to engage in every phase and aspect of the practice of medicine. In addition, the corporation may invest the funds of the professional service corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and own real and personal property necessary for the rendering of professional services. The professional service corporation may transact any and all lawful business for which professional service corporations, practicing medicine, may be incorporated under the Professional Service Corporation Act and other laws of the State of Florida.

ARTICLE III
CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue is 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV
ADDRESS

The street address of the initial principal office of this corporation is:

3261 Border Road
Venice, Florida 34292

The mailing address of this corporation is the same as the principal office address.

ARTICLE V
DIRECTORS

The business of this corporation shall be managed by a Board of Directors. There shall be one Director initially. The number of directors may be increased, and after such increase, decreased from time to time by by-laws adopted by the shareholders. In no event shall the number of Directors be less than one.

The name and street addresses of the member of the first Board of Directors is:

Raul R. Verde, M.D.
3261 Border Road
Venice, Florida 34292

ARTICLE VI

INCORPORATORS

The name and street addresses of each of the one or more incorporators of this corporation is:

Raul R. Verde, M.D.
3261 Border Road
Venice, Florida 34292

ARTICLE VII

DATE CORPORATE EXISTENCE BEGINS

The date when corporate existence for this corporation shall begin is the 3rd day of May, 1996, or the date when these Articles of Incorporation are received by the Department of State, if said date is not within 5 business days prior to the date of filing.

ARTICLE VIII

REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the Initial Registered Office of this corporation in the State of Florida shall be as follows:

Penny Verde
3261 Border Road
Venice, Florida 34292

The Board of Directors may from time to time move the Registered Office to any other address in the State of Florida.

ARTICLE IX

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

The undersigned, an individual resident of the State of Florida, whose business office is identical with the initial Registered Office of this corporation, is hereby appointed as the registered agent of this corporation. The undersigned, simultaneously with her designation as registered agent, hereby accepts the appointment as Registered Agent for this corporation on whom process may be served. The undersigned states that she is familiar with, and accepts, the obligations of the position of Registered Agent for this corporation.

 (SEAL)
Penny Verde
Registered Agent

ARTICLE X

BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in and is hereby reserved to the shareholders. By-laws shall be adopted, altered, amended or repealed as provided therein.

ARTICLE XI

AMENDMENT

The professional service corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

ARTICLE XII

RESTRAINT ON ALIENATION OF SHARES

The shareholders of the professional service corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of the shareholders of the professional service corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the professional service corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details of the disposition, shall be determined by the shareholders of the professional service corporation; provided, however, that such

regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of the professional service corporation may sell or transfer stock in the corporation except to another individual who is eligible to be a shareholder of the professional service corporation, and the sale or transfer may be made only after it has been approved at a shareholder meeting especially called for that purpose. If any shareholder becomes legally disqualified to practice medicine under the laws of the State of Florida, is elected to a public office, or accepts employment that places restrictions or limitations on the continuous rendering of such professional services, that shareholder's shares of stock shall immediately become subject to purchase by the professional service corporation in accordance with the by-laws adopted by the shareholders.

IN WITNESS WHEREOF, the undersigned incorporator executed these Articles of Incorporation this 7th day of May, 1996.

Raul R. Verde, M.D. (SEAL)

RAUL R. VERDE, M.D.

FILED
STATE DEPT OF STATE
DEPT OF CORPORATIONS
95 MAY -3 AM 11:19

Julia S. Cant
Notary Public

NOTARY PUBLIC

OFFICIAL NOTARY SEAL
JULIA B CARL
COMMISSION NUMBER
CC378396
MY COMMISSION EXP.
MAY 16, 1998

Type of Identification Produced_____