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PROFESSIONAL LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE: 965526 5315A  
AUTHORIZATION: *Patricia Pizute*  
COST LIMIT : \$ 122.50

ORDER DATE : May 24, 1996

ORDER TIME : 9:37 AM

ORDER NO. : 965526

CUSTOMER NO: 5315A

CUSTOMER: Mr. Julio E. Castro Iii  
TRENAM KEMKER SCHARF BARKIN  
FRYE O'NEILL & MULLIS, P.A.  
2700 Barnett Plaza  
101 East Kennedy Boulevard  
Tampa, FL 33602

000001500000

DOMESTIC FILING

NAME: FERNANDO J. VELASQUEZ, M.D.,  
P.A.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jennifer Moran

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
55 MAY 24 PM 2:07

RECEIVED  
96 MAY 24 AM 9:14  
DIVISION OF CORPORATIONS  
*96*

ARTICLES OF INCORPORATION  
OF

FERNANDO J. VELASQUEZ, M.D., P.A.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 MAY 26 PM 2:07

The undersigned incorporator hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a professional corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation shall be:

FERNANDO J. VELASQUEZ, M.D., P.A.

ARTICLE II

Principal Office and Mailing Address

The address of the principal office and the mailing address of this corporation shall be:

2906 West Tampa Bay Boulevard  
Tampa, Florida 33607

ARTICLE III

Business and Purposes

The general nature of the business to be transacted by this corporation, or the objects or purposes of the corporation, shall be as follows:

- (a) to engage solely and specifically in the business of carrying on the general practice of medicine, with an emphasis on pediatrics;
- (b) to invest in real estate, mortgages, stocks, bonds or any other type of investments;

(c) to own real and personal property necessary for the rendering of the above-described professional services; and

(d) in general, to have and exercise all powers conferred by the laws of Florida upon professional corporations, and to do any and all things hereinabove set forth to the same extent as a natural person might or could do.

#### ARTICLE IV

##### Capital Stock

(a) The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 10,000 shares of common stock with a par value of \$.01 per share. Each share of such stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable. The capital stock of this corporation may be issued only to individuals who are duly licensed or otherwise legally authorized to practice medicine in the State of Florida.

(b) In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

#### ARTICLE V

##### Existence of Corporation

This corporation shall have perpetual existence.

#### ARTICLE VI

##### Registered Office and Registered Agent

The initial registered office of this corporation shall be located at 2906 West Tampa Bay Boulevard, Tampa, FL 33607, and the initial registered agent of this corporation at such office shall be Fernando J. Velasquez. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE VII

Board of Directors

The Board of Directors of this corporation shall consist of not less than one (1) nor more than fifteen (15) members, the exact number of directors to be fixed from time to time by the stockholders or the by-laws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the by-laws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders, but each director must be an individual who is duly licensed or otherwise legally authorized to practice medicine in the State of Florida. The stockholders of this corporation may remove any director from office at any time with or without cause.

ARTICLE VIII

Initial Board of Directors

The initial Board of Directors of this corporation shall consist of one member, such member to hold office until his successor(s) has been duly elected and qualify. The name and street address of the initial director is:

<u>Name</u>	<u>Address</u>
Fernando J. Velasquez, M.D.	2906 West Tampa Bay Boulevard Tampa, Florida 33607

ARTICLE IX

Incorporator

The name and street address of the incorporator making these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Fernando J. Velasquez, M.D.	2906 West Tampa Bay Boulevard Tampa, Florida 33607

ARTICLE X

By-laws

(a) The power to adopt the by-laws of this corporation, to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation; provided, however, that any by-law or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new by-law in lieu thereof may be adopted by the stockholders, and the stockholders may prescribe in any by-law made by them that such by-law shall not be altered, amended or repealed by the Board of Directors.

(b) The by-laws of this corporation shall be for the government of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

ARTICLE XI

Amendment of Articles of Incorporation

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

ARTICLE XII

Affiliated Transactions

The provisions of Section 607.0901, Florida Statutes, relating to affiliated transactions, shall be inapplicable to this corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles for the uses and purposes therein stated.

  
FERNANDO J. VELASQUEZ, M.D.

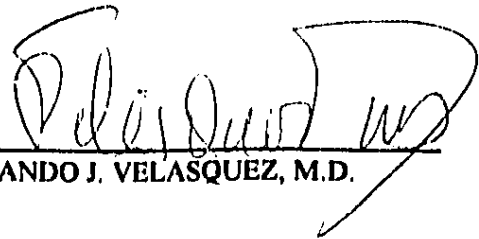
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DIVISION OF CORPORATIONS  
96 MAY 24 PM 2:07

FERNANDO J. VELASQUEZ, M.D., P.A.

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, Fernando J. Velasquez, M.D., having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

DATED this \_\_\_ day of May, 1996.



FERNANDO J. VELASQUEZ, M.D.