

May 22, 1996

Florida Department of State
Division of Corporations- New Filings Section
P.O.Box 6327
Tallahassee, Fl. 32314

Re: New Incorporation- Alen Medical Institute, Inc.

10000011350511
-06/04/96--01133--003
***122.50 ***122.50

Dear Sir or Madam,

Enclosed is a check for \$122.50 to cover the cost of filing for the incorporation of the P.A.,
Alen Medical Institute, P.A. If there are any questions, please contact Dr. Alen at (800)424-7120.

Thank you,

M. Alen

Dr. Alen

FedEx USA Airbill

9590484890

DATE

5/31/96

Dr. Alen, M.D.

35146-6076

#500

3326 1st St.

Coccolis Cove. FL. 33133.

FE

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FILED
96 JUN -3 PM 6:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LFT
6-6-96

ARTICLES OF INCORPORATION

FILED

96 JUN -3 PM 6: 03

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ALEA MEDICAL INSTITUTE, P.A.

The undersigned hereby establishes the following for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provision of the Statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

The name of this corporation shall be ALEA MEDICAL INSTITUTE, P.A.

ARTICLE II

Purpose

This Corporation is organized for the following purposes; To provide medical and surgical services.

ARTICLE III

Capital Stock

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: one thousand (1000) Shares of Common Stock, to Michael Alea, M.D. 3326 Mary Street, Suite 500, Coconut Grove, FL. 33133.

ARTICLE IV

Preemptive Rights

There shall be no preemptive rights.

ARTICLE V

Corporate Duration

This corporation shall have perpetual duration unless sooner dissolved by law.

ARTICLE VI

Initial Registered Office and Agent

The business and mailing address of the Corporation and street address of the initial registered office of this Corporation is 3326 Mary Street, Suite 500, Coconut Grove, FL. 33133, and the name of the initial registered agent of this Corporation at that address is Michael Alea, M.D.

ARTICLE VII

Initial Board of Directors

This Corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by Board of Directors pursuant to the by-laws but shall never be less than (1). The names and addresses of the initial directors of this Corporation is as follows:

Michael Alea, M.D.
3326 Mary Street, Suite 500
Coconut Grove, FL. 33133

ARTICLE VIII

By-Laws

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX

Indemnification

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

ARTICLE X

Special Provisions

The following special provisions shall govern this Corporation:

A. No person shall be required to own, hold or control stock in the Corporation as a condition precedent to holding an office or dictatorship in this Corporation.


B. No contract or other transaction between the Corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the officers or directors of the Corporation is or are interested in or is an officer or director or are officers or directors of such other corporations, and any officers, officers or directors, individually or jointly, may be a party or parties to or may be interested in any such contract or transaction or the Corporation or in which the Corporation is interested; and no contract, act, transactions of the Corporation with any person or persons, firm, or corporation, in the absence of fraud, shall be affected or invalidated by the fact that any officer, officers or directors of the Corporation is a party or are parties to or interested in such contract, act or transaction, or in any way connected with such persons or persons, firm or corporation, and each and every person or persons, firm or corporation, and each and every person who may become an officer or director of this Corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the Corporation for the benefit of himself or any firm, association or other corporation in which he may be anyway interested.

ARTICLE XI

Incorporator

The name and address of the person signing these Articles is as follows:
Michael Alea, M.D. 3326 Mary Street, Suite 500, Coconut Grove, FL. 33133

IN WITNESS WHEREOF, the undersigned subscriber has executed these
Articles of Incorporation this 30 day of May, 1996.



MICHAEL ALEA, M.D.
Incorporator

STATE OF FLORIDA)

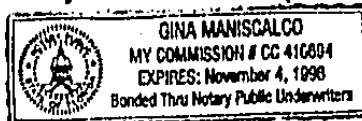
COUNTY OF DADE)

BEFORE ME, a Notary Public authorized to take acknowledgments in the
State and County set forth above, personally appeared Michael Alea, M.D.
known to me and who has produced a driver's license as identification and who
did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official
seal, in the State and County aforesaid this 30~~th~~ day of May, 1996.

By: 

Notary Public
State of Florida at Large
Commission No:
My Commission expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST: THAT ALEA MEDICAL INSTITUTE, P.A., DESIRING TO ORGANIZE
OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS
PRINCIPAL PLACE OF BUSINESS IN COCONUT GROVE, STATE OF
FLORIDA, HAS NAMED MICHAEL ALEA, M.D. LOCATED AT 3326 MARY
STREET, SUITE 500, COCONUT GROVE, FL 33133, AS ITS AGENT TO
ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

Michael Alea, M.D.
MICHAEL ALEA, M.D.
Incorporator

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE
ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS
CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY AND I FURTHER
AGREE TO COMPLY WITH THE PROVISION OF ALL STATUTES RELATIVE
TO THE PROPERTY AND COMPLETE PERFORMANCE OF MY DUTIES.

M. Alea, M.D.
MICHAEL ALEA, M.D.
Registered Agent
Date: May 30/96

FILED
96 JUL -3 PM 6:03
SECRET
TALLAHASSEE, FLORIDA