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June 17, 1996

Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32314

Re: Eugenio Rodriguez, M.D., P.A.

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-06/19/96--01111--013
****122.50 ****122.50

To Whom It Concerns:

Enclosed please find Articles of Incorporation for Eugenio Rodriguez, M.D., P.A. and a check in the amount of \$122.50, which sum represents filing fees of \$35.00, Registered Agent Designation of \$35.00 and a certified copy in the amount of \$52.50.

If you deem the Articles in order, please proceed to file them of record and return the certified copy to the undersigned at the above address.

If you have any questions, please do not hesitate to contact me.

Cordially,


Lewis W. Fishman

LWF:mmr
Encls.

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RECEIVED
DIVISION OF CORPORATIONS
STATE OF FLORIDA

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ARTICLES OF INCORPORATION
OF
EUGENIO RODRIGUEZ, M.D., P.A.

SEVENTH JUNE 1977
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I, the undersigned, hereby organize myself for the purpose of becoming a professional association, pursuant to the authority and provisions of Chapter 621, Florida Statutes, the Professional Service Corporation and Limited Liability Company Act, and Chapter 607, Florida Statutes, the Florida Business Corporation Act, and pursuant to the following Articles of Incorporation:

ARTICLE I

NAME

The name of this Corporation shall be: EUGENIO RODRIGUEZ, M.D., P.A.

ARTICLE II

NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation shall be and is to engage in every phase and aspect of the practice of medicine. The professional services involved in the practice of medicine shall be rendered only through the Corporation's officers, employees and agents who are duly authorized and licensed under the laws of the State of Florida to practice medicine therein.

This Corporation shall not engage in any business other than the practice of medicine. However, this Corporation may invest its funds in real estate, mortgages, stocks, bonds or any other type of investment, and may own real and personal property necessary for the rendering of professional services.

This Corporation may do everything necessary and proper for the accomplishment of any of the purposes enumerated in these Articles of Incorporation, or any amendments thereto, necessary or incidental to the protection and benefit of the Corporation, and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes herein.

The foregoing specific purposes shall not be held to limit or restrict in any manner the purposes of this Corporation otherwise permitted by law.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share, all of which shall be common stock of the same class. None of the shares of this Corporation may be issued to anyone other than an individual duly licensed to practice medicine in the State of Florida.

ARTICLE IV

TERM OF EXISTENCE

This Corporation is to exist perpetually unless sooner dissolved according to law.

ARTICLE V

PRINCIPAL OFFICE

The principal office of this Corporation shall be located in the City of Fort Lauderdale, County of Broward, State of Florida and the post office address of said principal office shall be 1625 S.E. 3rd Avenue, Suite 721, Fort Lauderdale, Florida 33316.

The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VI

INCORPORATOR

The name and post office address of the incorporator of the Articles of Incorporation is:

Eugenio Rodriguez, M.D.
1625 S.E. 3rd Avenue
Suite 721
Fort Lauderdale, Florida 33316

ARTICLE VII

VOTING TRUSTS

No shareholder of this Corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

ARTICLE VIII

RESTRAINT ON ALIENATION OF SHARES

The shareholders of this Corporation shall have the power to include in the Bylaws, adopted by a majority of the shareholders of this Corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer or other disposition of any of the outstanding shares of this 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 relevant terms, conditions and details hereof, shall be determined by the shareholders of this Corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless existence of such provisions shall be plainly written upon the certificate evidencing the ownership of such stock. No shareholder of this Corporation may sell or transfer his shares therein except to another

individual who is eligible to be a shareholder of this Corporation. If any shareholder becomes legally disqualified to practice medicine in the State of Florida; shall die; is elected to a public office; accepts employment that places restrictions or limitations upon his continuous rendering of such professional services; sells or attempts to sell any shares of stock in this Corporation in violation of these Articles of Incorporation or Bylaws or to anyone ineligible to be a shareholder; or suffers an execution to be levied on the stock, the effect of which is to vest legal or equitable interest in the stock in one other than the shareholder; then such shareholder's shares shall immediately stand forfeited and become subject to purchase by this Corporation in accordance with the Bylaws adopted by the shareholders.

ARTICLE IX

ADDITIONAL CORPORATE POWERS

In furtherance, and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objects hereinabove stated, this Corporation shall have all and singular the following powers:

This Corporation shall have the power to enter into, or become a partner in, any arrangement for sharing profits, union of interest, or cooperation, joint venture or otherwise, with any person, firm or corporation to carry on any business which this Corporation has the direct or incidental authority to pursue.

This Corporation shall have such number of Directors and such Officers as may be set forth in the Bylaws and as is required by law.

This Corporation shall have the power to deny to the holders of the common stock of this Corporation any preemptive right to purchase or subscribe to any new issues of any type stock of this Corporation, and no shareholder shall have any preemptive right to subscribe to any such stock.

This Corporation shall have the power, at its option, to purchase any and all of its shares owned and held by any such shareholder as should desire to sell, transfer, or otherwise dispose of his shares, in accordance with the Bylaws adopted by the shareholders of this Corporation setting forth the terms and conditions of such purchase; provided, however, the capital of this Corporation is not impaired.

This Corporation shall have the power, at its option, to purchase and acquire the shares held by any shareholder who dies, in accordance with the Bylaws adopted by the shareholders of this Corporation setting forth the terms and conditions of such purchase; provided however, the capital of this Corporation is not impaired.

This Corporation shall have the power to enter into, for the benefits of its employees, one or more of the following:

- (1) a pension plan
- (2) a profit sharing plan, if such a plan is not otherwise prohibited by the Code of Ethics of the Profession
- (3) a stock bonus plan
- (4) a thrift and savings plan
- (5) a restricted stock option plan, or
- (6) other retirement or incentive compensation plans.

ARTICLE X

AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stockholders entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of shareholders are subject to this reservation.

ARTICLE XI

REGISTERED AGENT

The name and address of the Registered Agent for the Corporation is:

Lewis W. Fishman
Two Datan Center, Suite 1121
9130 South Dadeland Blvd.
Miami, Florida 33156

IN WITNESS WHEREOF, I, the undersigned subscribing incorporator, have executed these Articles of Incorporation as of the 13 day of JUNE, 1996.

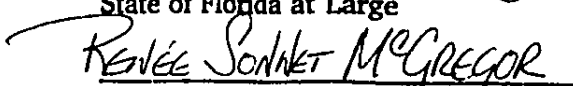

Eugenio Rodriguez, M.D.

STATE OF FLORIDA)
)
COUNTY OF BROWARD) SS.

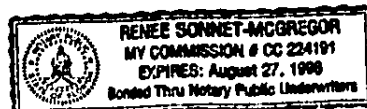
Before me, the undersigned authority, personally appeared EUGENIO RODRIGUEZ, M.D., personally known to me or who produced Florida Drivers License No. _____ as identification, and who acknowledged before me that he executed said instrument for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, this 13 day of June, 1996.


Notary Public
State of Florida at Large


Printed Name of Notary Public

My Commission Expires: 27 Aug 96



ACCEPTANCE OF REGISTERED AGENT

Lewis W. Fishman does hereby agree to act as Registered Agent, until his resignation or another Registered Agent is appointed.


Lewis W. Fishman

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