

JAMES A. BARKS
ATTORNEY AT LAW
SUITE 11
1120 WEST FIRST STREET
SANFORD, FLORIDA 32771

TELEPHONE (407) 321-1224

FAX (407) 321-1467

July 19, 1996

P9600006/533

Corporate Records Bureau
Division of Corporations
DEPARTMENT OF STATE
Post Office Box 6327
Tallahassee, Florida 32314

Re: JOSE J. ROSALES, M.D., P.A.

2000019006412
07/23/96-01001-0004
***122.50 ***122.50

Gentlemen:

Enclosed please find my Trust Account check payable to your order in the amount of \$122.50, Articles of Incorporation and copy of Articles.

Amounts on the enclosed check are broken down as follows:

\$35.00 - Filing Fee

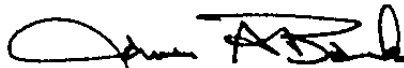
\$35.00 - Designating Registered Agent

\$52.50 - Certified copy of Articles of Incorporation

Please file the enclosed Articles and return a certified copy of same to me at your earliest convenience.

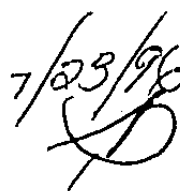
Thank you for your assistance.

Very truly yours,


James A. Barks

JAB/lw

Enclosures

7/23/96


ARTICLE OF INCORPORATION

OF

JOSE J. ROSALES, M.D. , P.A.

The undersigned natural person, competent and licensed to practice medicine in the State of Florida, acting hereby as Incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of Section 607, Florida General Corporation Act, and Section 621, Florida Professional Service Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

I.

Name of Corporation

The name of this corporation shall be Jose J. Rosales, M.D., P.A.

II.

Purposes

The general nature and purposes of business to be transacted, promoted and carried on by the corporation are as follows:

a. To engage in every aspect in the practice of medicine, and all its fields of specializations, as are engaged by physicians.

b. To engage and render the professional services involved only through its officers, agents and employees who shall be physicians in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.

c. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.

d. To engage in no other business other than the rendition of the professional services specified herein.

e. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

III.

Capital Stock

a. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 1000 shares of common stock at \$1.00 per share par value.

b. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

c. Shares of the corporation's stock and certificates shall be issued only to physicians in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

IV.

Duration

The corporation's existence shall begin on the date these Articles of Incorporation are filed with the Florida Secretary of State, and thereafter shall have perpetual existence.

V.

Registered Agent and Principal Office

The street address and mailing address of this corporation's principal office and initial registered office is 70 Fox Ridge Court, Unit B, DeBary, Florida 32713, and the name of its initial registered agent at said address is Jose J. Rosales, M.D..

VI.

Incorporator

The name and address of the Incorporator is as follows:

Jose J. Rosales, M.D.
70 Fox Ridge Court, Unit B
DeBary, Florida 32713

VII.

Board of Directors

The corporation shall have a Board of Directors consisting of one (1) person. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders but shall never be less than one. The name and address of the initial Director of this corporation is

Jose J. Rosales, M.D.
70 Fox Ridge Court, Unit B
DeBary, Florida 32713

VIII.

Informal Shareholder Action

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

IX.

Severance and Termination of Employment

If any officer, director, stockholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's share and pay him all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

X.

Informal Director Action

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

XI.

Indemnification

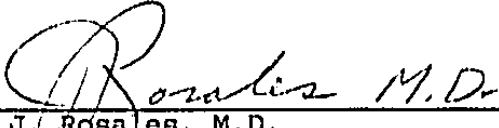
The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

XII.

Bylaw Amendment

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and stockholders provided that such amendment be in compliance with the laws of Florida governing a Professional Service Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in the State of Florida, this 19 day of July, 1996.

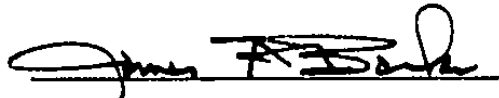


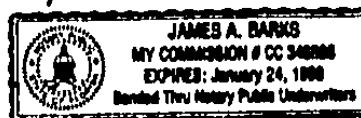
Jose J. Rosales, M.D.

STATE OF FLORIDA

COUNTY OF SEMINOLE

The foregoing instrument was acknowledged before me this 19th day of July, 1996, by Jose J. Rosales, M.D., who is personally known to me.





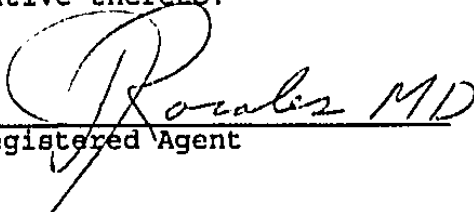
CERTIFICATE DESIGNATING REGISTERED AGENT AND
STREET ADDRESS OF THE OFFICE FOR SERVICE OF PROCESS
WITHIN THIS STATE

Pursuant to Florida Statutes, this is to certify that Jose J. Rosales, M.D., P.A., a Professional Service Corporation, duly organized and existing under the Laws of the State of Florida, has named Jose J. Rosales, M.D., 70 Fox Ridge Court, Unit B, DeBary, Florida 32713, as its agent to accept service of process within this State and the said address as the office for such service of process.


President

ACKNOWLEDGEMENT

Having been named to accept service of process for the above State corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of the Florida Statutes relative thereto.

By: 
Registered Agent

FILED
96 JUL 22 PM 2:27
TALLAHASSEE, FLORIDA