

1201 BAYS STREET
MIAMI, FL 33131-1000
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954-22-0100 FAX

800-548-8056

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96 AUG 15 AM 11:29
DIVISION OF CORPORATIONS

0960000068056



PREMIER
TELECOMMUNICATIONS SERVICES

ACCOUNT NO. :

072100000032

REFERENCE :

054477

10233A

AUTHORIZATION :

Patricia Pyrite

COST LIMIT :

\$ 122.50

ORDER DATE : August 15, 1996

ORDER TIME : 9:13 AM

ORDER NO. : 054477

CUSTOMER NO: 10233A

CUSTOMER: Lawrence F. Michelson, Esq
LAWRENCE F. MICHELSON, ESQ.

600001928006

Suite 300
4601 Ponce De Leon Boulevard
Coral Gables, FL 33146

DOMESTIC FILING

NAME: VIRGIL SANCHEZ, M.D., P.A.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Danny G. Smith

EXAMINER'S INITIALS:

8/15/96

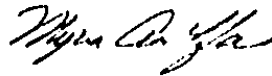
FILED
DIVISION OF STATE
CORPORATIONS
96 AUG 15 PM 2:03

Secretary of State
August 14, 1996
Page 2

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DEPARTMENT OF TAXATION
96 AUG 15 PM 2:03

Should anything further be required, please do not hesitate to contact me. Thank you for your assistance.

Sincerely,



Myrna Anne Norman
Legal Assistant

ARTICLES OF INCORPORATION
OF

VIRGIL SANCHEZ, M.D., P.A.

FILED
CLERK OF STATE
RECORDS
96 AUG 15 PM 2:03

The undersigned incorporator of these Articles of Incorporation, a natural person competent to contract and a physician duly licensed to render services as such under the laws of the State of Florida, hereby forms a professional corporation for profit pursuant to the provisions of the Professional Service Corporation Act and other laws of the State of Florida.

ARTICLE I. CORPORATE NAME.

The name of this corporation shall be:

VIRGIL SANCHEZ, M.D., P.A.

ARTICLE II. NATURE OF CORPORATE BUSINESS AND POWERS.

The general nature of the business to be transacted by this corporation shall be:

A. To engage in every aspect and phase of the practice of rendering the same professional services to the public that a physician, duly licensed under the laws of the State of Florida, is authorized to render; provided, however, that such professional services shall be rendered only through officers, employees and agents of this corporation who are duly licensed under the laws of the State of Florida to practice medicine in this State.

B. To invest and reinvest the funds of this corporation in real estate, mortgages, stocks, bonds of any other type of investments as permitted by the Florida Statutes, and to acquire and own real and personal property necessary for the rendering of professional services in the practice of medicine.

C. To do each and every thing necessary and proper for the accomplishment or furtherance of any of the purposes or objects of this corporation enumerated in these Articles of Incorporation, or any amendment thereof, necessary or incidental to the protection and benefit of this corporation; and, in general, either alone or in its association with other corporations, firms or individuals, to carry on any lawful pursuits necessary or incidental to the accomplishment or furtherance of such purposes or objects of this Corporation.

D. To conduct and transact any business lawfully authorized and not prohibited by Chapter 621, Florida Statutes, as the same may be amended from time to time.

ARTICLE III. CAPITAL STOCK.

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time shall be five thousand (5,000) shares of common stock having a par value of One (\$1.00) Dollar per share.

ARTICLE IV. TERM OF EXISTENCE.

This corporation shall have perpetual existence.

ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE IN FLORIDA.

The Registered Agent and the street address of the initial Registered Office and the mailing address of this corporation in the State of Florida shall be:

VIRGIL SANCHEZ
7800 Red Road Suite 302
South Miami, Fl. 33143

ARTICLE VI. BOARD OF DIRECTORS.

This corporation shall have one (1) Director initially. The number of Directors may be increased from time to time, by By-Laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VII. INITIAL DIRECTOR.

The name and address of the initial Director of this corporation is:

VIRGIL SANCHEZ
7800 Red Road Suite 302
South Miami, Fl. 33143

The person named as initial Director shall hold office for the first year of existence of this corporation, or until his successor is elected or appointed and has qualified, whichever occurs first.

ARTICLE VIII. INCORPORATOR.

The name of the person signing these Articles of Incorporation as the Incorporator is and his street address is:

VIRGIL SANCHEZ
1203 N. Greenway Drive
Coral Gables, Fl. 33134

ARTICLE IX. CONFLICT OF INTEREST.

No contract between this corporation and another corporation or another individual shall be invalidated by reason of the fact that one or more of the officers or directors of this corporation are officers or directors of the said other corporation, or by reason of the fact that one or more of the officers or directors of this corporation may be the other individual or individuals contracting with this corporation.

ARTICLE X. AMENDMENT.

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 stockholder's meeting by at least a majority of the stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as the incorporator, has executed the foregoing Articles of Incorporation on the 13 day of August, 1996.


VIRGIL SANCHEZ

STATE OF FLORIDA)
COUNTY OF DADE) SS:

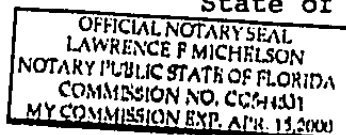
I, Lawrence F. Michelson, a Notary Public in and for the County and State aforesaid DO HEREBY CERTIFY that VIRGIL SANCHEZ personally known to me to be the person whose name is subscribed to the foregoing instrument, appeared before me this day in person and swore to and acknowledged that he signed, sealed and delivered the said instrument in the capacities indicated as his free and voluntary act for the uses and purposes therein set forth.

GIVEN under my hand and notarial seal in the County and State above written, this 13 day of August, 1996.


NOTARY PUBLIC

State of Florida at Large

My commission expires:



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

FILED
CLERK OF STATE
CORPORATIONS
JAN 15 PM 2:03

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST: That VIRGIL SANCHEZ, M.D., P.A., desiring to organize under the laws of the State of Florida, with its initial registered office, as indicated in the Articles of Incorporation, at 7800 Red Road Suite 302, South Miami, Fl. 33143 does name VIRGIL SANCHEZ, as its agent to accept service of process with this state.

ACKNOWLEDGMENT:

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 agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

VIRGIL SANCHEZ, M.D., P.A.

By: _____

VIRGIL SANCHEZ

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
904 22-0111
904 22-0111

800-342-8086

P96000068056



networks

PRIENTHALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 203544 10233A

AUTHORIZATION :

COST LIMIT : \$ 87.50

Patricia Pizub

ORDER DATE : December 27, 1996

ORDER TIME : 1:14 PM

ORDER NO. : 203544-010

CUSTOMER NO: 10233A

300002040573-1

CUSTOMER: Lawrence F. Michelson, Esq.
Lawrence F. Michelson, Esq.
Suite 300
4601 Ponce De Leon Boulevard
Coral Gables, FL 33146

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
96 DEC 27 PM 4:00

DOMESTIC AMENDMENT FILING

NAME: VIRGIL SANCHEZ, M.D., P.A.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS: Sp

NIC Amend
12/30/96

RECEIVED
96 DEC 27 PM 5:23
DIVISION OF CORPORATIONS

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
VIRGIL SANCHEZ, M.D., P.A.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC 27 PM 4:08

1. Article I of the Articles of Incorporation of VIRGIL SANCHEZ, M.D., P.A. is hereby amended as follows:

"Article I. Corporate Name. The name of this Corporation shall be:

SANCHEZ AND VASQUEZ, M.D.s , P.A."

2. The foregoing amendment was adopted by unanimous vote of all the Stockholders of this Corporation authorized to vote on November 1, 1996.

IN WITNESS WHEREOF, the undersigned President and Secretary of this Corporation have executed these Articles of Amendment to the Articles of Incorporation this 1 day of November, 1996.

By: 
Virgil Sanchez, M.D., President

By: 
Manuel Vasquez, M.D., Secretary

STATE OF FLORIDA)
) SS
COUNTY OF)

Sworn before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Virgil Sanchez, M.D. and Manuel Vasquez, M.D., known to me and known by me or who did produce FL ID License as identification that they executed the Articles of Amendment to the Articles of Incorporation.

IN WITNESS WHEREOF, I hereunto set my hand and affix my official seal, in the State and County aforesaid, this 1 day of November, 1994.



Notary Public
State of Florida at Large

My Commission Expires:

