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PEÑALVER & PEÑALVER

PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW
1101 BRICKELL AVENUE
SUITE 1700
MIAMI, FLORIDA 33131

RAFAEL A. PEÑALVER, JR.
AUDORA PEÑALVER SALAS

TELEPHONE
(305) 579-9000

TELEFAX: (305) 371-6117

VIA TELEFAX
August 12, 1996

Secretary of State
Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32314

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-08/16/96--01059--012
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RE: E. JAVIER RUIZ, M.D. & ASSOCIATES, P.A.

Dear Sir/Madam:

Enclosed please find the following documents for filing the above-referenced company with the State of Florida:

1. Original Articles of Incorporation and one copy.
2. Filing fee in the amount of \$122.50.
3. Certificate of Resident Agent.

If additional information is needed, do not hesitate to call.

Thank you.

Barbara Ferrer
Barbara Ferrer
Paralegal

AUG 19 1996.

BSB

Encls.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

F. JAVIER RUIZ, M.D. & ASSOCIATES, P.A.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, desiring to organize a professional service corporation for the purposes hereinafter stated, pursuant to the laws of the State of Florida, hereby certifies as follows:

ARTICLE I - NAME

The name of this Corporation is F. JAVIER RUIZ, M.D. & ASSOCIATES, P.A.

ARTICLE II - DURATION

This Corporation is to exist perpetually. It shall commence its existence on its filing date.

ARTICLE III - PURPOSE

The general nature of the professional services to be rendered by this professional service corporation shall be as follows, to wit:

- (a) To engage in every phase and aspect of the business of rendering the same professional services to the public that a physician licensed under the laws of the State of Florida, is authorized to render, but such professional services shall be rendered only through officers, employees, and agents who are duly licensed under the laws of the State of Florida to practice medicine therein.
- (b) To buy, sell, deal in and exchange shares of its own capital stock, except that the corporation shall not issue any of its capital stock to anyone other than an individual who is duly licensed or otherwise legally authorized to render professional medical services within the State of Florida. No shareholder of the corporation shall enter into a voting trust agreement or any other type of agreement vesting another person with the authority to exercise the voting power of any or all of his stock.

- (c) To invest the funds of the corporation in real estate, mortgages, stock, bonds, or any other type of investment, and to own real and personal property necessary for the rendering of professional services.
- (d) To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof, 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 purpose or the attainment of the objects of the corporation.
- (e) Without limiting the generality of any of the foregoing language, the corporation shall have all of the powers which are now or which may hereafter be conferred upon professional service corporations by the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

The authorized capital stock of this Corporation shall consist of Five Thousand (5,000) shares of common stock, all having a par value of One Cent (\$.01) per share.

ARTICLE V - INITIAL CAPITAL

The amount of capital with which this Corporation shall commence its business operations is Fifty Dollars (\$50.00).

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is Mercy Outpatient Center, 3659 S. Miami Avenue, Suite 4001, Miami, Florida 33133. The name of the initial registered agent of the Corporation at that address is F. JAVIER RUIZ, M.D.

ARTICLE VII - STOCK TRANSFERABILITY

No Shareholder of the corporation may sell or transfer his shares in the corporation except to another individual who is eligible to be a Shareholder of a professional service corporation within the laws of the State of Florida.

ARTICLE VIII - STOCK OWNERSHIP

The Board of Directors shall require any Officer, Shareholder, agent, or employee of the corporation, who has been rendering professional medical services to the public and who becomes legally disqualified to render such professional medical services within the State of Florida, or who is elected to a public office or accepts employment that, pursuant to existing law, places restrictions or limitations upon his continuing to render such professional medical services, to sever all employment with, and financial interest in, the corporation forthwith.

ARTICLE IX - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) director initially. The number of Directors may be increased or diminished from time to time in such manner as may be prescribed by the Bylaws, but shall never be less than one (1).

ARTICLE X - INITIAL DIRECTORS

The name and street address of the initial members of the Board of Directors of this Corporation are:

NAME	ADDRESS
F. JAVIER RUIZ	3659 S. Miami Avenue Suite 4001 Miami, Florida 33133

ARTICLE XI - INCORPORATORS

The name and street address of the subscriber to these Articles of incorporation is:

F. JAVIER RUIZ, M.D.	3659 S. Miami Avenue Suite 4001 Miami, Florida 33133
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ARTICLE XII - BYLAWS

The Bylaws of the corporation may be created, amended or changed by the Shareholders or Directors at any regular or special meeting, duly held.

ARTICLE XIII - CONTRACTS

No contract or other transaction between the corporation and any other corporation shall be affected by the fact that any Director of the corporation is interested in, or is a director or

officer of, such other corporation, and any Director, individually or jointly, may be a party to, or may be interested in, any contract or transaction of the corporation or in which the corporation is interested; and no contract, or other transaction of the corporation with any person, firm, or corporation, shall be affected by the fact that any Director of the corporation is a party in any way connected with such person, firm, or corporation, and every person who may become a Director of the corporation is hereby relieved from any liability that might otherwise exist from contracting with the corporation for the benefits of himself or any firm, association, or corporation in which he may be in any way interested.

ARTICLE XIV - AMENDMENT

These Articles of incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 12th day of August, 1996.


F. JAVIER RUIZ
Incorporator

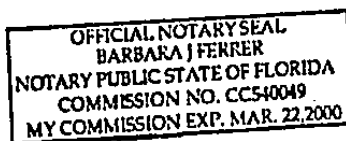
STATE OF FLORIDA :
COUNTY OF DADE :

BEFORE ME, a Notary Public authorized to take acknowledgments in the State of Florida, personally appeared F. JAVIER RUIZ, M.D. who acknowledged before me that he executed the foregoing Articles of Incorporation, and that he subscribed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the City of Miami, State of Florida, this 12th day of August, 1996.


NOTARY PUBLIC

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.

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In pursuance of Chapter 48.091, Florida Statutes, the following
is submitted, in compliance with said Act:

First - That F. JAVIER RUIZ, M.D. & ASSOCIATES, P.A., desiring
to organize under the laws of the State of Florida with its
principal place of business located in the City of Miami, County
of Dade, has named F. JAVIER RUIZ, M.D., located at Mercy
Outpatient Center, 3659 S. Miami Avenue, Suite 400, Miami,
Florida 33133, as its agent to accept service of process within
the State of Florida.

Dated: August 10th, 1996.

ACKNOWLEDGEMENT

Having been named to accept service of process for F. JAVIER
RUIZ, M.D., P.A., at the place designated in this certificate, I
hereby accept 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.


F. JAVIER RUIZ, M.D.
Resident Agent

RECEIVED
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TAMPA
OFFICE OF THE
CLERK OF THE
SUPREME COURT
FLORIDA