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August 12, 1996

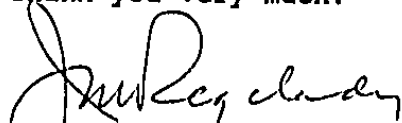
STATE OF FLORIDA
DIVISION OF CORPORATIONS
P.O. Box 6327
Tallahassee, FL 32314

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****122.50 ****122.50

Gentlemen:

Enclosed you will find all documents of the Articles of
Incorporation of **SOUTHEASTERN MEDICAL GROUP, INC.** plus a
required cashier check for \$122.50.

Thank you very much.


Marcelino Regalado
PO Box 441206
Miami, FL 33144
Phone: 1-305-554-5515

JMR:ym

Dmc
8/20/96

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

SOUTHEASTERN MEDICAL GROUP, INC.

FILED
96 AUG 15 PM 1:27
SECRETARY OF STATE
JALLA, ASSEL, FLORIDA

The undersigned acting as subscribers of a Corporation under the Florida Corporation Law, adopt the following Articles of Incorporation for such Corporation.

ARTICLE I

The name of the Corporation is:

SOUTHEASTERN MEDICAL GROUP, INC.

ARTICLE II

The purpose for which the Corporation is organized is to engage in any activities or business permitted under the laws of the United States and Florida.

ARTICLE III

The aggregate number of shares that the Corporation shall have the authority to issue is ONE HUNDRED (100) shares of Capital Stock, all of one class, with a par value of One Dollar (\$ 1.00) per share.

ARTICLE IV

The period of duration of the Corporation is perpetual.

ARTICLE V

The amount of capital with which the Corporation shall begin business is not less than ONE HUNDRED DOLLARS (\$100.00).

ARTICLE VI

PRINCIPAL OFFICE

The principal address and registered office address (are the same) of the Corporation is:

1067 West 43rd Place, Hialeah, Florida 33012

and the name of its initial Registered Agent is:

ILEANA VILLAREAL

ARTICLE VII

The number of directors constituting the initial Board of Directors of the Corporation are:

ILEANA VILLAREAL 1067 West 43rd Place, Hialeah, Florida 33012

CRISTINA MACHADO 1067 West 43rd Place, Hialeah, Florida 33012

ARTICLE VIII

The name and address of the initial Subscriber is:

ILEANA VILLAREAL 1067 West 43rd Place, Hialeah, Florida 33012

ARTICLE IX

The following named persons shall be the officers of this Corporation for the first year of its existence or until their successors are elected and have qualified:

ILEANA VILLAREAL President

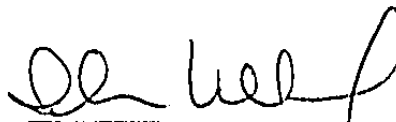
CRISTINA MACHADO Vice President and Secretary

ARTICLE X

Shareholders shall not be entitled to preemptive rights.

IN WITNESS WHEREOF, we the undersigned, have made,
subscribed and acknowledged this Article of Incorporation, this
12th day of August, 1996.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE.



ILEANA VILLAREAL, Subscriber
and Registered Agent

STATE OF FLORIDA

SS

COUNTY OF DADE:

BEFORE ME, the undersigned authority, personally appeared

ILEANA VILLAREAL

to me well known to be the person described herein, and he
acknowledged before me, according to law, that he made and he
subscribed the same for the purpose therein mentioned and set
forth.

IN WITNESS WHEREOF, I have hereunto set my hands and my
Official Seal, this 12th day of August, 1996.

My commission expires:



NOTARY PUBLIC, State of Florida
at Large

