

COSSIO & ASSOCIATES, P.A.
Law Offices

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September 4th, 1996

P96000075447

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

900001942538
-09/09/96--D1055--018
****122.50 ****122.50

Re: Rafael Hernandez, Jr., M.D., P.A.

Gentlemen/Madam:

Enclosed please find the Articles of Incorporation of the above-referenced corporation, including acknowledgement by Registered Agent.

I have also enclosed our check in the amount of \$122.50 to cover the related fees and receive a certified copy in this matter.

Very truly yours,

COSSIO & ASSOCIATES, P.A.

Chely Gonzalez

Chely Gonzalez
Legal Assistant

encl.

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DIVISION OF CORPORATIONS
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DIVISION OF CORPORATIONS
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**ARTICLES OF INCORPORATION
OF**

RAFAEL HERNANDEZ, JR., M.D., P.A.

The undersigned, subscriber to these Articles of Incorporation, a natural person competent to contract, hereby presents these Articles for the formation of a corporation under the provisions of Chapter 621, also known as 'The Professional Service Corporation Act, and other laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation shall be:

RAFAEL HERNANDEZ, JR., M.D., P.A.

ARTICLE II

NATURE OF BUSINESS

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

To engage in every phase and aspect of the business 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, 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.

To invest the funds of this corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and to own real and personal property necessary for the rendering of professional services.

To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objectives or the furtherance of any of the objectives or 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 purposes or the attainment of the objectives or the furtherance of such purposes or objectives of this corporation.

The foregoing paragraphs shall be construed as enumerating both objectives and purposes of this corporation; and it is hereby expressly provided that the foregoing enumeration of 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. 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

INITIAL CAPITAL

The amount of capital with which this corporation shall commence business shall be not less than Five Hundred Dollars (\$500.00).

ARTICLE V

TERM OF EXISTENCE

The corporation is to have perpetual existence.

ARTICLE VI

ADDRESS

The street address of the principal office of this corporation in the State of Florida is 1385 Coral Way, Suite 304, Miami, Florida 33145. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VII

DIRECTORS

This corporation shall have at least one (1) director. If required by the ethics of the medical profession, directors shall be required to possess the same professional qualifications as shareholders are required to possess.

ARTICLE VIII

The name and street address of the members of the first Board of Directors of the corporation are as follows:

Rafael Hernandez, Jr., M.D.
1385 Coral Way, Suite 304
Miami, Florida 33145

ARTICLE IX

SUBSCRIBERS

The name and street address of each subscriber of these Articles of Incorporation is:

Rafael Hernandez, Jr., M.D.
1385 Coral Way, Suite 304
Miami, Florida 33145

ARTICLE X

REGISTERED AGENT

The name and street address of the initial registered office of this Corporation is Raul A. Cossio, Esquire, 3663 S.W. 8th Street, Suite 207, Miami, Florida 33135.

ARTICLE XI

VOTING TRUSTS

No shareholders 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 XII

CONTRACTS

No contract or other transaction between this Corporation and any other corporation shall be affected by the fact that any director of this 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 this corporation or in which this corporation is interested; and no contract, or other transaction of this Corporation with any person, firm, or corporation, shall be affected by the fact that any director of this Corporation is a party in any way connected with such person, firm, or corporation, and every person who

may become a director of this corporation is hereby relieved from any liability that might otherwise exist from contracting with this corporation for the benefit of himself or any firm, association, or corporation in which he may be in any way interested.

ARTICLE XIII

REMOVAL OF DIRECTORS

Any director of this corporation may be removed at any annual or special meeting of the shareholders by same vote .

ARTICLE XIV

RESTRAINT ON ALIENATION OF SHARES

The shareholders of this corporation shall have the power to include in the By-Laws, adopted by a majority of the shareholders of this corporation, any regulatory or restrictive provisions regarding any proposed sale, transfer, or other disposition of any of the outstanding shares of this corporation by any of its shareholders, including the sale, transfer or disposition of said shares 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 or is elected to a public office, or accepts employment that places restrictions or limitations upon his continuous rendering of such professional services,

such shareholder's shares shall immediately become subject to purchase by this corporation in accordance with the By-Laws adopted by the shareholders.

ARTICLE XV

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 corporation, 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 the power to deny to the holders of the common stock of this corporation any pre-emptive right to purchase or subscribe to any new issues of any type stock of this corporation, and no shareholder shall have any pre-emptive right to subscribe to any such stock.

This corporation shall have the power, at its option, to purchase and acquire 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 By-Laws adopted by the shareholders of this corporation setting forth the terms and conditions of such purchase; provided, however, that the capital of this corporation is not impaired by such purchase.

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

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

- i) 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 XVI

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 shareholders, and approved at a shareholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the shareholders 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.

IN WITNESS WHEREOF, I do make and subscribe these Articles of Incorporation this 29th day of August, 1996.




RAFAEL HERNANDEZ, JR., M.D.

STATE OF FLORIDA)
)
COUNTY OF DADE) SS

BEFORE ME, the undersigned authority, personally appeared, RAUL A. COSSIO, ESQUIRE, to me well known and known to me to be the individual described in, and he acknowledged before me that he executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal at Dade County, State of Florida, this 29 day of August, 1996.



Notary Public, State of Florida
at Large

My Commission Expires:



CONGUELO GONZALEZ
My Commission CG497014
Expires Oct. 28, 1999

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
56 SEP -9 AM 11:55

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared, RAFAEL HERNANDEZ, JR., M.D., to me well known and known to me to be the individual described in, and he acknowledged before me that he executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal at Dade County, State of Florida, this 29th day of August, 1996.

Maria Elena Infante
Notary Public, State of Florida

OFFICIAL NOTARY SEAL
MARIA ELENA INFANTE Large
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC227619
MY COMMISSION EXP. OCT. 15, 1996

My Commission Expires:

ACKNOWLEDGEMENT BY REGISTERED AGENT

IN WITNESS WHEREOF, I, the undersigned being the original Registered Agent for the corporation hereinabove named, do hereby accept the appointment as registered agent for said corporation and hereunto set my hand and/or seal this 29 day of August, 1996.

[Signature] (SEAL)
RAUL A. COSSIO, Registered Agent