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November 5, 1996

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Florida Secretary of State  
P.O. Box 6327  
Tallahassee, Florida 32314

*Re: Filings*

Dear Sir/Madame:

Enclosed is the following document for filing with the Florida Secretary of State:

**Articles of Incorporation** - Original Articles of Incorporation for Manuel A. Aran, M.D., P.A., copy of same and a check in the amount of \$70.00.

Please acknowledge your receipt of the enclosed document by stamping each document and returning same to me in the enclosed, self-addressed envelope.

If you have any questions or comments, please do not hesitate to contact me.

Very truly yours,

*Roland Sanchez-Medina Jr.*  
Roland Sanchez-Medina Jr.

RSM:mm  
Enclosures

j:sanchez-medina@incorp

NOV 12 1996

**FILED**  
96 NOV -7 PM 2:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF

MANUEL A. ARAN, M.D., P.A.

FILED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned Incorporator hereby forms a professional service corporation under the laws of the State of Florida:

*Article I. Corporate Name*

The name of this Corporation is:

Manuel A. Aran, M.D., P.A.

*Article II. Mailing Address of Corporation*

The mailing address of this Corporation is c/o Roland Sanchez-Medina Jr., One International Place, Suite 2800, 100 S.E. 2nd Street, Miami, Florida 33131.

*Article III. Capital Stock*

The aggregate number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is one thousand (1,000) shares of common stock having a par value of \$.01 per share. The Board of Directors of this Corporation shall have the power to divide and issue the Common Stock into one or more series and to determine the limitation and relative rights of each such series, consistent with the laws of the State of Florida. Shares of one series may be issued as a share dividend in respect of shares of another series.

*Article IV. Nature of Corporate Business*

This Corporation, through its officers and employees, shall be authorized to engage in every aspect and phase of the practice of medicine within the State of Florida; to engage in any

activities which will facilitate and promote the practice of medicine through its officers and employees; and to invest and reinvest its funds in real estate, mortgages, stocks, bonds and any other type of investments within the meaning of Section 8 of the Professional Service Corporation Act; and to purchase and own real and personal property necessary for the rendering of professional services within the practice of medicine. This Corporation shall not be authorized to engage in any business other than the practice of medicine.

*Article V. Incorporation of Provisions of Corporation Act*

This Corporation is intended to be a professional corporation within the meaning of the Professional Services Corporation Act, and accordingly, the Corporation, its officers, directors and shareholders, shall be subject to all of the Sections of said Act concerning the formation of the Corporation, the conduct of its business, and the liabilities, rights, privileges and immunities of the Corporation, its officers, directors and shareholders, as stated in Chapter 621, Florida Statutes.

*Article VI. Term of Existence*

This Corporation shall have perpetual existence.

*Article VII. Initial Registered Office and Registered Agent*

The Corporation's initial registered agent shall be Roland Sanchez-Medina Jr. and the street address of the initial registered office of this Corporation in the State of Florida is One International Place, Suite 2800, 100 S.E. 2nd Street, Miami, Florida 33131.

*Article VIII. Board of Directors*

This Corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time as provided in the Bylaws, but shall never be less than one (1).

*Article IX. Incorporator*

The name and street address of the person signing these Articles of Incorporation as the Incorporator is Roland Sanchez-Medina Jr., One International Place, Suite 2800, 100 S.E. 2nd Street, Miami, Florida 33131

*Article X. Amendment*

These Articles of Incorporation may be amended in the manner prescribed by law, except that upon the issuance of shares, every amendment must be approved by the Board of Directors of the Corporation before it is submitted to the shareholders of the Corporation for their approval.

*Article XI. Indemnification*

Except as may otherwise be provided in the Bylaws of this Corporation, this Corporation shall indemnify its incorporators, officers and directors to the fullest extent permitted by law either now or hereafter in effect.

IN WITNESS WHEREOF, the undersigned, as the Incorporator, has executed the foregoing Articles of Incorporation as of August 2, 1996.

  
\_\_\_\_\_  
Roland Sanchez-Medina Jr.

CERTIFICATE ACCEPTING DESIGNATION AS AN AGENT  
UPON WHOM SERVICE OF PROCESS WITHIN  
THIS STATE MAY BE SERVED

The following is submitted pursuant to Sections 48.091 and 607.0501 of the Florida Statutes:

Having been appointed registered agent of Manuel A. Aran, M.D., P.A. in its Articles of Incorporation, at the place designated in such Articles of Incorporation, the undersigned hereby agrees to act in this capacity and affirms that it is familiar with, and accepts, the obligations of such position.

  
\_\_\_\_\_  
Roland Sanchez-Medina Jr.

Dated: August 2, 1996

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**FILED**  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA