

LAW OFFICES OF
BRUCE JAY TOLAND
A PROFESSIONAL ASSOCIATION

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P96000098393

BRUCE JAY TOLAND, Esq.

JAMES M. FISHMAN, P.A.
OF COUNSEL

November 26, 1996

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

FILED
96 DEC -2 PM 1:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
5000 CAPITAL BLDG -- 1
-12/23/96--01149-017
****122.50 ****122.50

RE: **312TH Street Medical Plaza Inc.**

Dear Sir or Madam:

Enclosed please find two (2) executed duplicate originals of the Articles of Incorporation for the referenced company, together with check, payable to the Secretary of State, in the amount of \$122.50, to be applied as follows:

Filing fee:	\$35.00
Certified copy fee:	\$2.50
Registered Agent filing fee:	<u>35.00</u>
	\$122.50

Please return one certified stamped original of the Articles of Incorporation to the undersigned.

Thank you for your attention to this matter.

Very truly yours,

BRUCE JAY TOLAND, P.A.

12/5/96
JB

12/5/96
JB

By: Bruce Jay Toland
Bruce Jay Toland, Esq.

BJT:gvk
enclosures
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**ARTICLES OF INCORPORATION OF
312TH STREET MEDICAL PLAZA, INC.**

**ARTICLE I
NAME**

The name of the Corporation is, 312TH Street Medical Plaza, Inc.

**ARTICLE II
DURATION**

This Corporation shall commence its existence upon the filing of these Articles of Incorporation and shall continue perpetually thereafter.

**ARTICLE III
PURPOSE**

This Corporation is organized for the purpose of transacting any and all lawful business under the laws of the State of Florida.

**ARTICLE IV
PRINCIPAL OFFICE**

The principal office of the corporation is: 235 Campbell Drive, Homestead, Florida 33030.

ARTICLE V

MAILING ADDRESS

The mailing address of the corporation is: c/o Blair Retchin, 54th Street Medical Plaza, 5385 N.E. 2nd Avenue, Miami, Florida 33137.

**ARTICLE VI
CAPITAL STOCK**

This Corporation is authorized to issue Ten Thousand (10,000) shares of ten cents (\$0.10) per share par value common stock, which shall be designated "Common Shares."

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of this Corporation is c/o Bruce Jay Toland, P.A., 801 Brickell Avenue, Suite 1501, Miami, Florida 33131, and the name of the initial Registered Agent of this Corporation at that address is BRUCE JAY TOLAND.

ARTICLE VIII
INCORPORATOR

The name and address of the persons signing these Articles is:

<u>Name</u>	<u>Address</u>
Blair Retchin	c/o 54th Street Medical Plaza 5385 N.E. 2nd Avenue Miami, Florida 33137
Roberto Cruz, M.D.	c/o 54th Street Medical Plaza 5385 N.E. 2nd Avenue Miami, Florida 33137

ARTICLE IX
POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE X
AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment to them, and any rights conferred upon the shareholders are subject to this reservation.

ARTICLE XI
INITIAL BOARD OF DIRECTORS AND OFFICERS

This Corporation shall have two (2) directors initially. The number of directors may

be either increased or diminished from time to time as provided in the Bylaws of the Corporation. The names and addresses of the initial Directors of the Corporation are:

<u>Names</u>	<u>Addresses</u>
Blair Retchin	c/o 54th Street Medical Plaza 5385 N.E. 2nd Avenue Miami, Florida 33137
Roberto Cruz, M.D.	c/o 54th Street Medical Plaza 5385 N.E. 2nd Avenue Miami, Florida 33137

This Corporation shall have two (2) officers initially. The number of officers may be either increased or diminished from time to time as provided in the Bylaws of the Corporation.

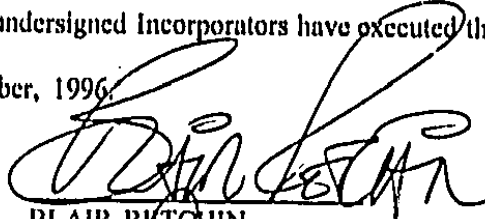
The names and addresses of the initial Officers of the Corporation are:

<u>Names</u>	<u>Addresses</u>
Blair Retchin President/Secretary/Treasurer	c/o 54th Street Medical Plaza 5385 N.E. 2nd Avenue Miami, Florida 33137
Roberto Cruz, M.D. Vice President	c/o 54th Street Medical Plaza 5385 N.E. 2nd Avenue Miami, Florida 33137

ARTICLE XII PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights to acquire the corporation's unissued shares upon the decision of the board of directors to issue them.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation this 25 day of November, 1996.


 BLAIR RETCHIN


 ROBERTO CRUZ, M.D.

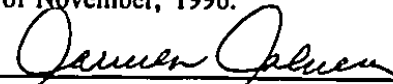
STATE OF FLORIDA :
 COUNTY OF DADE : SS



GARMEN CABRERA
 My Commission CC311129
 Expires Sep. 14, 1997

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgements, **BLAIR RETCHIN**, who is personally known to me and who did not take an oath and, who executed the foregoing Articles of Incorporation, and he acknowledged before me that he signed and executed the same for the purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Miami, Dade County, Florida, this 26 day of November, 1996.


 NOTARY PUBLIC, State of Florida

My Commission expires:

STATE OF FLORIDA :
 COUNTY OF DADE : SS

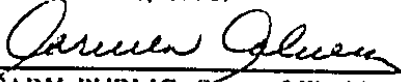


GARMEN CABRERA
 My Commission CC311129
 Expires Sep. 14, 1997

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgements, **ROBERTO CRUZ, M.D.**, who is personally known to me and who did not take an oath and, who executed the foregoing

Articles of Incorporation, and he acknowledged before me that he signed and executed the same for the purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Miami, Dade County, Florida, this 20 day of November, 1996.



NOTARY PUBLIC, State of Florida

My Commission expires: 09/14/97



CARMEN CABRETA
My Commission CC311129
Expires Sep. 14, 1997

**CERTIFICATE DESIGNATING REGISTERED OFFICE
FOR SERVICE OF PROCESS
WITHIN THE STATE OF FLORIDA, NAMING REGISTERED AGENT
UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTIONS 607.0501 AND 48.091, FLORIDA STATUTES,
THE FOLLOWING IS SUBMITTED:

THAT 312TH STREET MEDICAL PLAZA, INC., DESIRING TO ORGANIZE OR
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, HAS NAMED BRUCE
JAY TOLAND, LOCATED AT 801 BRICKELL AVENUE, SUITE 1501, MIAMI, FLORIDA
33131, AS ITS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS WITHIN
THE STATE OF FLORIDA.



BRUCE JAY TOLAND

11/21/96

DATE

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 DEC -2 PM 1:42

FILED

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 THE CAPACITY OF REGISTERED AGENT, AND I
FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES
RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.



BRUCE JAY TOLAND