

f j r business services, inc.

12651 South Dixie Highway
Suite 209, South Park Centre
Miami, Florida 33156-5975

Tel: (305) 254-4555
Fax: (305) 254-0505

P97000005374

December 30, 1996

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

600002043316--9
-01/02/97--01031--004
****122.50 ****122.50

Re: Camille Baptiste-Smith, M.D., P.A.

On behalf of our client, Camille Baptiste-Smith, M.D., P.A., we are forwarding the following:

1. Articles of Incorporation
2. Our check in the amount of \$ 122.50

Please process the Articles of Incorporation and return the filing acknowledgement to:

~~4277-969~~
F.J.R. Business Services, Inc.
Attention: James Riegler
12651 South Dixie Highway
South Park Centre, Suite 209
Coral Gables, Florida 33156-5975

Thank your for your kind assistance.

Dmc
1-7-97

~~650~~

FILED
97 JAN 16 PM 12:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

January 7, 1997

F.J.R. BUSINESS SERVICES, INC.
ATTN: JAMES RIEGLER
12651 SOUTH DIXIE HIGHWAY SUITE 209
CORAL GABLES, FL 33156-5975

SUBJECT: CAMILLE BAPTISTE-SMITH, M.D., P.A.
Ref. Number: W97000000369

We have received your document for CAMILLE BAPTISTE-SMITH, M.D., P.A. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The specific nature of business of the professional association must be stated in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 097A00000750

1/13/97

Per our telephone conversation,

I corrected page 1

Jim Riegler

ARTICLES OF INCORPORATION
OF
Camille Baptiste -Smith, M.D., P.A.

FILED
97 JAN 16 PM 12:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, being of legal age and natural person do hereby subscribe to, acknowledge and file the Articles of Incorporation for the purpose of creating a Corporation under the laws of the State of Florida.

ARTICLE I

The name of the Corporation shall be:

Camille Baptiste-Smith, M.D., P.A.

ARTICLE II

This Corporation may engage in the practice of medicine, as permitted under the laws of the State of Florida.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

1000 Shares Common Stock - \$1.00 par value

All of said stock shall be payable in cash, property, real or personal, labor services in lieu of cash, at just valuation to be fixed by the Board of Directors of this Corporation. The payment thereof does not have to be at the time of issuance, provided that said shares are subject to calls thereon until the whole consideration shall have been paid.

ARTICLE IV

The amount of capital with which this Corporation shall commence business shall not be less than One Thousand (\$1,000.00) Dollars.

ARTICLE V

This Corporation shall commence its existance on the date of filing and shall have perpetual existance thereafter unless sooner dissolved according to law.

ARTICLE VI

The principal office of the Corporation shall be at:
424 West Dilido Drive, Miami Beach, Florida 33139.
Said corporation shall have full power and authority to transact business and to establish offices and agencies in such other places, both within and outside of the State of Florida, and in any foreign countries.

The name and address of the registered agent of this Corporation is:

James Riegler

12651 South Dixie Highway
South Park Centre, Suite 209
Miami, Florida 33156-5975

ARTICLE VII

The business of the Corporation shall be conducted by a Board of Directors of not less than two (2), to be increased at the discretion of the Board of Directors.

ARTICLE VIII

The name and post office address of the first Board of Directors of this Corporation, all subject to the Corporation Law of the State of Florida, who shall hold office for the first year, or until its successors are duly elected and qualified are:

Camille Baptiste-Smith
Clarence E. Smith

ARTICLE IX

The name and post office address of the officers of the Corporation are as follows:

Camille Baptiste-Smith
President

424 West Dilido Drive
Miami Beach, Florida 33139

Clarence E. Smith
Secretary

424 West Dilido Drive
Miami Beach, Florida 33139

ARTICLE X

The name and post office address of the subscriber to the Certificate of Incorporation is as follows:

| | |
|------------------------|----------------------------|
| Camille Baptiste-Smith | 424 West Dilido Drive |
| | Miami Beach, Florida 33139 |

ARTICLE XI

This Corporation shall indemnify any officer or director of any former officer or director, to the fullest extent permitted by law, either now existing or hereinafter enacted.

ARTICLE XII

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XII

This Corporation reserves the right, if it so wishes, to elect to be an 1120 Subchapter S Corporation, and the right to elect to approve and adopt a plan to offer shares of common stock for sale under said section of the Internal Revenue Code and all other rights contained therein, and may elect to receive all rights of Section 1244 of the Internal Revenue Code of 1954, as amended.

ARTICLE XIV

No contract or other transaction between this Corporation and any other Corporation, and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors or officers of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of any such Corporation.

ARTICLE XV

The private property of the stockholders shall not be subject to the payment of the Corporate debts, to any extent whatsoever. The Corporation shall have a first lien on the shares of its stockholders and upon the dividends due them for any indebtedness of such stockholders to the Corporation.

IN WITNESS WHEREOF, the undersigned incorporator, being the same person in Article X above, and in evidence of her wish to form this Corporation, does hereunto subscribe her name, this 30th day of December, 1996.


Camille Baptiste-Smith
President

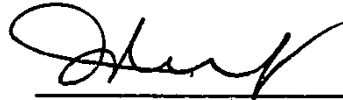
STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared Camille Baptiste-Smith, who is personally known to me and who did not take an oath and whose name is signed on the foregoing Certificate of Incorporation of Camille Baptiste-Smith, M.D., P.A. and is described in said Certificate as the Incorporator of said Corporation, and acknowledged before me that she executed the same for the purposes herein expressed.

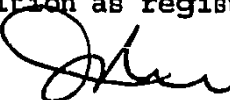
SWORN TO AND SUBSCRIBED this 30th day of December, 1996.




Notary Public

Printed Name of Notary

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


James Riegler