

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

W97-2337

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	<i>1/30/97</i>	_____	_____
TIME	<i>9:50</i>	_____	CK No. _____
BY	<i>DL</i>	<i>JAA</i>	<i>2/3</i>

WALK-IN
 Will Pick Up _____

RE: Francisco M. Marias MD, PA.

	C.C. FEE.	DISBURSED
Capital Express™	_____	_____
Art. of Inc. File	_____	_____
Corp. Record Search	_____	_____
Ltd. Partnership File	_____	_____
Foreign Corp. File	_____	_____
() Cert. Copy(s)	_____	_____
Art. of Amend. File	_____	_____
Dissolution/Withdrawal	_____	_____
C U S-	_____	_____
Fictitious Name File	_____	_____
Name Reservation	_____	_____
Annual Report/Reinstatement	***122.50	****122.50
Reg. Agent Service	_____	_____
Document Filing	_____	_____
Corporate Kit	_____	_____
Vehicle Search	_____	_____
Driving Record	_____	_____
Document Retrieval	_____	_____
UCC 1 or 3 File	_____	_____
UCC 11 Search	_____	_____
UCC 11 Retrieval	_____	_____
File No.'s, _____ Copies	_____	_____
Courier Service	_____	_____
Shipping/Handling	_____	_____
Phone ()	_____	_____
Top Priority	_____	_____
Express Mail Prep.	_____	_____
FAX () pgs.	_____	_____

SUBTOTALS _____

FEE.....	_____
DISBURSED.....	_____
SURCHARGE.....	_____
TAX on corporate supplies.....	_____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____

FILED
 97 FEB -3 PM 3:32
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA
 RECEIVED
 97 JAN 30 AM 10:21
 DIVISION OF CORPORATION

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 30, 1997

CAPITAL CONNECTION, INC.
417 E. VIRGINIA STREET
SUITE 1
TALLAHASSEE, FL 32301

SUBJECT: FRANCISCO M. MACIAS, M.D., P.A.
Ref. Number: W9700002337

We have received your document for FRANCISCO M. MACIAS, 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 document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

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) 487-6926.

Teresa Brown
Corporate Specialist

Letter Number: 697A00004920

Corrected

RECEIVED
97 FEB -3 AM 11:06
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION
FOR PROFESSIONAL ASSOCIATION
FRANCISCO M. MACIAS, M.D., P.A.

FILED
97 FEB -3 PM 3:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION 607.164 and CHAPTER 621, FLORIDA STATUTES

THE UNDERSIGNED natural person, competent and licensed to practice medicine in the State of Florida, acting hereby as Incorporator for the purpose of forming a Professional Service Corporation for profit under the Provisions of Section 607, Florida General Corporation Act, and Section 621, Florida Professional Service Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

I

NAME OF CORPORATION

The name of this corporation shall be:

FRANCISCO M. MACIAS, M.D., P.A.

II

PURPOSES

The general nature and purposes of business to be transacted, promoted and carried on by the corporation are as follows:

- a. To engage in every aspect in the practice of medicine, and all its field of specializations, as are engaged in by doctors.
- b. To engage and render the professional services involved only through its officers, agents and employees who shall be doctors in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.
- c. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investment permitted by law.
- d. To engage in no other business other than the rendition of the professional services specified herein.

III

CAPITAL STOCK

a. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 1000 shares of common stock at \$1.00 per share par value.

b. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

c. Shares of the corporation's stocks and certificates shall be issued only to doctors in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

IV

DURATION

The corporation shall have perpetual existence.

V

PRINCIPAL ADDRESS

The street address of the initial principal office of the corporation is 11398 W. Flagler Street, Suite 204, Miami, FL 33174.

VI

REGISTERED AGENT

The address of this corporation's registered office is 11398 W. Flagler Street, Suite 204, Miami, FL 33174 and the name of its initial registered agent at said address is FRANCISCO M. MACIAS, M.D.

VII

INCORPORATOR

The name and address of the Incorporator is as follows:

FRANCISCO M. MACIAS, M.D.
11398 W. Flagler Street
Suite 204
Miami, Florida 33174

VIII

BOARD OF DIRECTORS

The corporation shall have a Board of Directors consisting of one person. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders but shall never be less than one. The name and address of the initial Director of this corporation is:

FRANCISCO M. MACIAS, M.D.
11398 W. Flagler Street
Suite 204
Miami, Florida 33174

IX

INFORMAL SHAREHOLDER ACTION

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as a part of the corporate records.

X

SEVERANCE AND TERMINATION OF EMPLOYMENT

If any officer, director, stockholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

XI

INFORMAL DIRECTOR ACTION

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writing evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

XII

INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

XIII

BY-LAW AMENDMENT

The power to adopt, alter, amend or repeal the by-laws of this corporation shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of Florida governing a Professional Service Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in State of Florida, this 28th day of January, 1997.

Francisco M. Macias m3

Incorporator
FRANCISCO M. MACIAS, M.D.

Francisco M. Macias m3

Registered Agent
FRANCISCO M. MACIAS, M.D.

STATE OF FLORIDA)
) ss.
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 28th day of January, FRANCISCO M. MACIAS, M.D., personally known to me or who has produced F.D.L. as identification.

Olga L. Rodriguez
Notary Public
State of Florida at Large

My Commission Expires:



OLGA L. RODRIGUEZ
My Commission CO260041
Expires May 31, 1997
Bonded by HAI
800-422-1556

REGISTERED AGENT

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation: FRANCISCO M. MACIAS, M.D., P.A.
2. The name and address of the registered agent and office is:

FRANCISCO M. MACIAS, M.D.
11398 W. Flagler Street
Suite 204
Miami, Florida 33174

FILED
97 FEB -3 PM 3:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Signature: Francisco M. Macias
FRANCISCO M. MACIAS, M.D.

Title: President

Date: January 31st, 1997

Having been named as registered agent and to accept service 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.

Signature: Francisco M. Macias
FRANCISCO M. MACIAS, M.D.

Date: January 31st, 1997

STATE OF FLORIDA)
)
COUNTY OF DADE)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared FRANCISCO M. MACIAS, M.D., to me known to be the person described in and who executed the foregoing instrument and who produced F.D.L., acknowledged before me that he executed the same and who did/did not take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 31st day of January, 1997, A.D.

Olga L. Rodriguez
Notary Public

Print Name: Olga L. Rodriguez

My Commission Expires:



OLGA L. RODRIGUEZ
My Commission CC290541
Expires May. 31, 1997
Bonded by HAI
800-422-1565