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AUTHORIZATION :

Patricia Pizub

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ORDER DATE : February 6, 1997

ORDER TIME : 1:27 PM

ORDER NO. : 252025-005

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CUSTOMER NO: 9528A

CUSTOMER: Frederick Thornburg, Esq
FREDERICK THORNBURG, ESQ
PRACTICE RESOURCES CORPORATION
Suite 303
1790 Coral Way
Miami, FL 33145

DOMESTIC FILING

NAME: PRACTICE RESOURCES CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

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**ARTICLES OF INCORPORATION
OF
PRACTICE RESOURCES CORPORATION**

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The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

PRACTICE RESOURCES CORPORATION

The address of the principal office of this corporation shall be 1235 Coral Way Building, Suite 203, Miami, Florida 33145, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

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 no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have ten Directors, initially. The names and street addresses of the initial members of the Board of Directors are:

Arturo Diaz, Jr. Dir.	1235 Coral Way Building, Suite 203 Miami, Florida 33145
Juan P. Aguilar, M.D. Dir.	Same
Pete Garcia, M.D. Dir.	Same
Juan R. Bolet, M.D. Dir.	Same
Constantino Costarangos, M.D. Dir.	Same
Elena R. Martinez, M.D. Dir.	Same

Huberto E. Merayo, M.D. Dir.	Same
Augusto E. Tirado, M.D. Dir.	Same
Charles E. Virgin, M.D. Dir.	Same
Frederick J. Thornburg, Esq. Dir.	Same

ARTICLE VII. OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Arturo Diaz, Jr. Pres.	1235 Coral Way Building, Suite 203 Miami, Florida 33145
Juan P. Aguilar, M.D. Sec.	Same
Pete Garcia, M.D. Treas.	Same

ARTICLE VIII. SPECIAL PROVISION

It is the intent of the Incorporator that the corporation will qualify under section 1244 of the Internal Revenue Code and shall take all actions necessary to obtain and maintain its status as an S Corporation.

ARTICLE IX. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has
hereunto set their hand and seal of Corporation Service Company on February 7, 1997.

CORPORATION SERVICE COMPANY

By: 

Its Agent, Karen B. Rozar

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: 

Its Agent, Karen B. Rozar

HBD/das

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