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EMPIRE CORPORATE KIT

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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: MARIO TORRES, M.D., P.A.

AUDIT NUMBER.....H97000003226

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 8

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**ARTICLES OF INCORPORATION**

**OF**

**MARIO TORRES, M.D., P.A.**

**ARTICLE I**

**Name of Corporation**

The name of the corporation is **MARIO TORRES, M.D., P.A.**

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**ARTICLE II**

**Corporate Existence**

This corporation is organized pursuant to chapters 607 and 621 of the Florida statutes, and shall have a perpetual existence.

**ARTICLE III**

**Purpose of Business**

This professional corporation is organized for the sole and specific purpose of rendering the professional service of the practice of medicine licensed and duly authorized Doctors of Medicine.

**ARTICLE IV**

**Principal Place of Business**

The principal place of business of this corporation shall be:

2727 Ponce de Leon Boulevard  
Coral Gables, Florida 33134

Prepared by: Manuel A. Mesa, Esq.  
Mesa, Rodriguez & Machado, P.A. H 9700 0003226  
1000 Brickell Avenue, Suite 660  
Miami, Florida 33131  
FBN: 0883819  
(305) 377-1000

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## ARTICLE V

### Registered Office

The initial street address of the registered office of the corporation is:

Manuel A. Mesa, Esq.  
1000 Brickell Avenue, Suite 660  
Miami, Florida 33131

The Board of Directors may from time to time move the registered office to any other address in Florida.

## ARTICLE VI

### Registered Agent

The initial registered agent of the corporation for purposes of accepting service of process pursuant to Chapter 607 and Section 48.091, Florida Statutes, and located at the initial registered office, shall be:

Manuel A. Mesa, Esq.  
1000 Brickell Avenue, Suite 660  
Miami, Florida 33131

## ARTICLE VII

### Directors

The business of this Corporation shall be conducted by a Board of Directors which shall consist of not less than one (1), and not more than nine (9) directors, as shall from time to time be designated in the By-Laws of this Corporation, and a majority thereof shall constitute a

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quorum for the transaction of all business.

The names and addresses of the initial directors are:

Mario Torres, M.D.  
2727 Ponce de Leon Boulevard  
Coral Gables, Florida 33134

#### ARTICLE VIII

##### 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 at \$1.00 par value. Each stockholder shall be entitled to one (1) vote for each share owned. The shareholders of this corporation shall only be individuals who themselves are duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.

#### ARTICLE IX

##### Incorporator

The name and address of the incorporators are as follows:

Manuel Arthur Mesa, Esq.  
1000 Brickell Avenue  
Suite 660  
Miami, Florida 33131

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**ARTICLE X****By-Laws**

The By-Laws of this Corporation may be created, amended, or changed by either the Shareholders or the Board of Directors, at any regular or duly scheduled special meeting.

**ARTICLE XI****Officers**

This Corporation shall have, in addition to a President, Vice-President, Secretary and/or Treasurer, such other additional officers as may be created from time to time by and under the authorization of its By-Laws. All officers and agents shall be chosen in such manner, hold their offices for such terms, and have such powers and duties as may be described by the By-Laws or determined by the Board of Directors. Any person may hold two or more offices.

**ARTICLE XII****Limitation on Issuance and Transfer of Stock**

This corporation shall not issue any of its capital stock to anyone other than an individual who is duly licensed or otherwise legally authorized to render the same specific professional service as those for which this corporation was incorporated. No shareholder of this corporation shall enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of the shareholders stock.

**ARTICLE XIII****Alienation of Shares. Restrictions**

No Shareholder of this corporation may sell or transfer his shares in such corporation except to another individual who is eligible to be a Shareholder of such corporation pursuant to

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Chapter 521 of the Florida Statutes.

Amendment

These Articles of Incorporation may be amended, changed, altered or repealed only by the stockholders.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this \_\_\_\_ day of \_\_\_\_\_, 1997.

  
MANUEL ARTHUR MESA, ESQ.

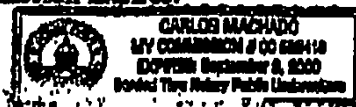
STATE OF FLORIDA     )  
                                  )SS  
COUNTY OF DADE     )

BEFORE ME, the undersigned authority, this day personally appeared Manuel Arthur Mesa, Esq. to me known to be the person described in and who executed the foregoing instrument, and acknowledged before me that he executed same for the use and purpose therein expressed.

WITNESS my hand and official seal at Miami, Dade County, Florida, this 18<sup>th</sup> day of February, 1997.

  
Notary Public  
State of Florida at Large

My Commission Expires:




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MARIO TORRES, M.D., P.A.  
ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Pursuant to the provisions of the Florida General Corporation Act, the undersigned does hereby accept appointment as registered agent on which process may be served within the State of Florida for the proposed domestic corporation named in the foregoing Articles of Incorporation.

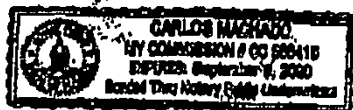
  
\_\_\_\_\_  
Registered Agent *Manuel A. Mesa*

STATE OF FLORIDA     )  
                              ) ss  
COUNTY OF DADE     )

BEFORE ME, the undersigned authority, this day personally appeared Manuel Arthur Mesa, known to me to be the person described in and who executed the foregoing instrument, and acknowledged before me that he executed same for the uses and purposes therein expressed. WITNESS my hand and official seal at Miami, Dade County, Florida this 18<sup>th</sup> day of February, 1997.

  
\_\_\_\_\_  
Notary Public State of Florida at Large

My Commission Expires:



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