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CARLOS MARTINEZ
Attorney at Law
1000 E. Atlantic Boulevard
Suite 205-D
Pompano Beach, FL 33060

Telephone: (954) 782-8077

Fax (954) 782-9268

March 7, 1997

Secretary of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

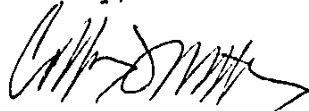
RE: Jose Antonio Prieto, M.D., P.C.

Dear Madam/Sir:

Enclosed please find a check in the amount of \$122.50 dollars, for filing fees, certify copy and registered agent designation. Please forward the filing acknowledgement to this office.

Thank you for your attention in this matter

Sincerely,



Carlos Martinez, Esq.

CM/np.

Encls.

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97 MAR 27 PM 2:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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_____ GAVE
_____ BY PHONE TO

_____ DOC. EXAM.



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

March 17, 1997

CARLOS MARTINEZ, ESQ.
1000 E. ATLANTIC BLVD.
SUITE 205-D
POMPANO BEACH, FL 33060

SUBJECT: JOSE ANTONIO PRIETO, M.D., P.C.
Ref. Number: W97000006118

We have received your document for JOSE ANTONIO PRIETO, M.D., P.C. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The only acceptable corporate suffixes for professional associations are PROFESSIONAL ASSOCIATION, P.A., and CHARTERED.

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) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 297A00013312

CARLOS MARTINEZ
Attorney at Law
1000 E. Atlantic Boulevard
Suite 205-D
Pompano Beach, FL 33060

Telephone: (954) 782-8077

Fax (954) 782-9266

March 19, 1997

Brenda Baker
c/o Florida Dept. of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fla. 32314

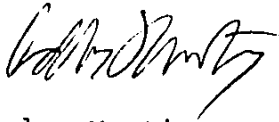
Re: Jose Antonio Prieto, M.D., P.A.
Ref. No.: W97000006118

Dear Ms. Baker:

Per your instructions, the articles of incorporation for the above-referenced corporation have been corrected. Please forward the filing acknowledgement to me if everything is in order.

Thank you for your continued courtesy.

Sincerely,



Carlos Martinez

CM/np

Encl.



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham

Secretary of State

March 17, 1997

CARLOS MARTINEZ, ESQ.
1000 E. ATLANTIC BLVD.
SUITE 205-D
POMPANO BEACH, FL 33060

SUBJECT: JOSE ANTONIO PRIETO, M.D., P.C.
Ref. Number: W97000006118

We have received your document for JOSE ANTONIO PRIETO, M.D., P.C. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

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Brenda Baker
Corporate Specialist

Letter Number: 297A00013312

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ARTICLES OF INCORPORATION
FOR PROFESSIONAL CORPORATION

97 MAR 21 PM 2:44

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned natural person, competent and licensed to practice medicine in the State of Florida, acting hereby as Incorporator for the purposes of forming a Professional Service Corporation for profit under the provisions of Section 607, 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 Jose Antonio Prieto, 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 fields of specializations, as are engaged in by physicians.
- b. To engage and render the professional services involved only through its officers, agents and employees who shall be physicians 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.
- e. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

III
CAPITAL STOCK

a. The maximum number of shares of stock that this corporation is authorized to have outstanding at any time shall be 1,000 shares of common stock at \$100.00 per share par value.

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

c. Shares of the corporation's stock and certificates shall be issued only to physicians 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
REGISTERED AGENT

The address of this corporation's initial registered office is 4331 North Federal Highway, Suite 201, Fort Lauderdale, Florida 33308 and the name of its initial registered agent at said address is Jose Antonio Prieto, M.D.

VI
INCORPORATOR

The name and address of the Incorporator is as follows:
Jose Antonio Prieto, M.D., 4331 North Federal Highway, Suite 201,
Fort Lauderdale, Florida 33308.

VII
BOARD OF DIRECTORS

The corporation shall have a Board of Director consisting of one person. The number of Directors may be increased or decreased from time to time by a resolution of the majority of Stockholders but shall never have less than one. The name and address of the initial Director of this corporation is: Jose Antonio Prieto, M.D., 4331 North Federal Highway, Suite 201, Fort Lauderdale, Florida 33308.

VIII
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 part of the corporate records.

IX
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/her continuing rendering of such professional services, he/she 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/her all amounts owing and lawfully due to him/her by the corporation, except that such shares shall not be entitled to dividends.

X
INFORMAL DIRECTOR ACTION

If all the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings 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.

XI
INDEMNIFICATION

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

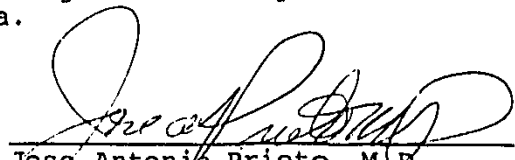
XII
BYLAW AMENDMENT

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

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA,
NAMING AGENT UPON WHOM SERVICE MAY BE SERVED.

In compliance with Section 607.0501, Florida Statutes, the following is submitted:

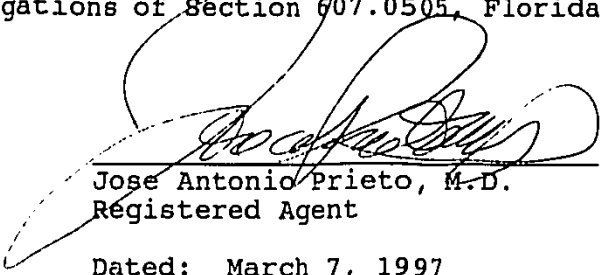
First -- that Jose Antonio Prieto, M.D., P.A., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, at Fort Lauderdale, Broward County, State of Florida, has named Jose Antonio Prieto, 4331 North Federal Highway, Suite 201, Fort Lauderdale, Florida 33308, as its agent to accept service of process within the State of Florida.



Jose Antonio Prieto, M.D.

Dated: March 7, 1997

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and responsibilities as registered agent, and accept the duties and obligations of Section 607.0505, Florida Statutes.



Jose Antonio Prieto, M.D.
Registered Agent

Dated: March 7, 1997

FILED
97 MAR 21 PM 2:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA