

P97000033662

SIMA ACCOUNTING SERVICES INC.

7221 S.W. 24 STREET

SUITE 212

MIAMI, FLORIDA 33155

PHONE: (305) 265-4648 FAX: (305) 265-4524

February 17, 1997

Department of State
Division of Corporation
Post Office Box 6327
Tallahassee, Florida 32314

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-04/14/97--01018--005
*****78.75 *****78.75

Ref: TOLEDO & FERNANDEZ PROFESSIONAL MEDICAL GROUP, INC.

Dear Sirs:

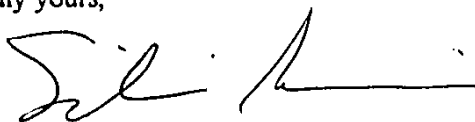
Enclosed is an original and a copy of the Articles of Incorporation of the above referenced corporation for filing by the Dept. of State. Also enclosed is a check for \$ 78.75 as payment for the following:

Filing Fee & Certificate \$ 78.75

Please return a certified copy of the Articles of Incorporation to me as soon as they have been filed.

Thank you for your assistance in this matter.

Very truly yours,



Silvia M. Garcia
President - Sima Accounting Services, Inc.

FILED
97 APR 14 AM 9:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Bm 4/15/97

ARTICLES OF INCORPORATION

OF

TOLEDO & FERNANDEZ PROFESSIONAL MEDICAL GROUP, INC.

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be:

TOLEDO & FERNANDEZ PROFESSIONAL MEDICAL GROUP, INC.

ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The aggregate number of shares which the corporation shall have authority to issue is the total sum of 100 shares, having an individual par value of \$1.00

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

FILED
97 APR 14 AM 9:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV

The street address of the initial principal office and the name of the Resident Agent of this Corporation shall be:

**SUSANA FERNANDEZ
6230 S.W. 129 PLACE, SUITE 1210
MIAMI, FL. 33183**

ARTICLE V

The initial Board of Directors shall consist of a total of three (3) persons, and the name and address of the person who is to serve as initial director is:

**PRES. - SUSANA FERNANDEZ
6230 S.W. 129 PLACE, SUITE 1210
MIAMI, FL. 33183**

**VICE PRES. - EMILIO A. FERNANDEZ
6230 S.W. 129 PLACE, SUITE 1210
MIAMI, FL. 33183**

**SECRETARY - EMILIO FERNANDEZ
6230 S.W. 129 PLACE, SUITE 1210
MIAMI, FL. 33183**

The name and address of the incorporator executing these Articles of Incorporation is:

**SUSANA FERNANDEZ
6230 S.W. 129 PLACE, SUITE 1210
MIAMI, FL. 33183**

Susana Mendez

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections of 607.0501 or 617.0501, 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 is: TOLEDO & FERNANDEZ PROFESSIONAL MEDICAL GROUP, INC.

2. The name and address of the registered agent and office is:

SUSANA FERNANDEZ

(Name)

6230 S.W. 129 PLACE, SUITE 1210

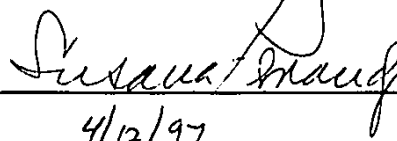
MIAMI, FLORIDA

33183

(Address/City/State/Zip)

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.

SIGNATURE



DATE

4/12/97

FILED
97 APR 14 AM 9:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA